

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Willoughby Scott B.</u> (Last) (First) (Middle) C/O SANGAMO THERAPEUTICS, INC. 7000 MARINA BLVD. (Street) BRISBANE CA 94005 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SANGAMO THERAPEUTICS, INC [SGMO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Gen. Counsel & Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/24/2023		A		42,750 ⁽¹⁾	A	\$0.00	135,717 ⁽²⁾	D	
Common Stock	02/25/2023		F		5,128 ⁽³⁾	D	\$2.66	130,589 ⁽²⁾⁽⁴⁾⁽⁵⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$2.66	02/24/2023		A		199,500		(6)	02/23/2033	Common Stock	199,500	\$0.00	199,500	D	

Explanation of Responses:

- Represents shares of common stock issuable upon settlement of a restricted stock unit ("RSU") grant that will vest as to one-quarter (1/4) of the shares on the first anniversary of the grant date, and the remainder of the shares will vest in 8 successive equal quarterly installments thereafter, subject to the Reporting Person's Continuous Service (as defined in the Issuer's Amended and Restated 2018 Equity Incentive Plan, as amended (the "2018 EIP")) through each such date and subject to acceleration as provided in the 2018 EIP.
- Includes 1 share acquired on November 30, 2022 under the Issuer's 2020 Employee Stock Purchase Plan.
- Represents shares underlying the portions of RSU grants that vested on February 25, 2023, which were surrendered by the Reporting Person solely for mandatory tax withholding purposes using the Issuer's closing stock price on February 24, 2023 of \$2.66/share, pursuant to the terms of the 2018 EIP. This required tax withholding transaction is deemed to constitute a disposition of these shares to the Issuer for reporting purposes and does not represent a discretionary trade by the Reporting Person in the open market or otherwise.
- Includes: (a) 2,999 shares resulting from the February 25, 2023 vesting installment of the Reporting Person's February 25, 2021 RSU grant and 4,584 shares subject to such RSU grant that will vest in one final installment on February 25, 2024, (b) 6,706 shares resulting from the February 25, 2023 vesting installment of the Reporting Person's February 25, 2022 RSU grant, and the remaining 30,750 shares will vest in 8 successive equal quarterly installments thereafter, (continued in footnote 5)
- (c) 11,502 shares subject to the Reporting Person's April 24, 2020 RSU grant that will vest in one final installment on April 24, 2023 and (d) 5,000 shares subject to the Reporting Person's August 13, 2021 RSU grant that will vest in two remaining installments of 2,500 shares on each of August 13, 2023 and 2024. The vesting of all such RSU grants is subject to the Reporting Person's Continuous Service (as defined in the 2018 EIP) through each such date and subject to acceleration as provided in the 2018 EIP.
- One-quarter (1/4) of the shares subject to the option will vest and become exercisable on the first anniversary of the grant date, and the remainder of the shares will vest and become exercisable in 24 successive equal monthly installments thereafter, subject to the Reporting Person's Continuous Service (as defined in the 2018 EIP) through each such date and subject to acceleration as provided in the 2018 EIP.

Remarks:

Scott B. Willoughby, by /s/ Ron A. Metzger, Attorney-in-Fact 03/06/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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