
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

SANGAMO THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

68-0359556
(I.R.S. Employer
Identification No.)

**7000 Marina Blvd.
Brisbane, California**
(Address of Principal Executive Offices)

94005
(Zip Code)

Amended and Restated Sangamo Therapeutics, Inc. 2018 Equity Incentive Plan
(Full title of the plan)

Alexander D. Macrae
President and Chief Executive Officer
Sangamo Therapeutics, Inc.
7000 Marina Blvd.
Brisbane, California 94005
(510) 970-6000

(Name and address of agent for service) (telephone number, including area code, of agent for service)

Copies to:

Scott Willoughby
Senior Vice President and General Counsel
Sangamo Therapeutics, Inc.
7000 Marina Blvd.
Brisbane, California 94005
(510) 970-6000

Chadwick L. Mills
Cooley LLP
3 Embarcadero Center, 20th Floor
San Francisco, California 94111
(415) 693-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Sangamo Therapeutics, Inc. (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 7,900,000 shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”), to be issued pursuant to the Registrant’s Amended and Restated 2018 Equity Incentive Plan (the “2018 Plan”). The Registrant previously registered (i) 19,131,725 shares of Common Stock that are or may become issuable under the 2018 Plan pursuant to the Registrant’s registration statement on [Form S-8](#) (File No. 333-225552) filed with the Commission on June 11, 2018 (the “2018 Form S-8”) and (ii) 9,900,000 shares of Common Stock that are or may become issuable under the 2018 Plan pursuant to the Registrant’s registration statement on [Form S-8](#) (File No. 333-241033) filed with the Commission on August 5, 2020 (together with the 2018 Form S-8, the “Prior Registration Statements”). This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E of Form S-8. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated by reference herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- the Registrant’s annual report on [Form 10-K](#) for the year ended December 31, 2022, which was filed with the Commission on February 23, 2023; and
- the description of the Common Stock contained in the Registrant’s registration statement on [Form 8-A](#), which was filed with the Commission on March 31, 2000, including all amendments and reports filed for the purpose of updating such description, including [Exhibit 4.1](#) of the Registrant’s annual report on [Form 10-K](#) for the year ended December 31, 2022.

All reports and other documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Seventh Amended and Restated Certificate of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed August 9, 2017).</u>
4.2	<u>Fourth Certificate of Amendment of the Seventh Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed May 22, 2020).</u>
4.3	<u>Fifth Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed December 19, 2022).</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP is contained in Exhibit 5.1 to this Registration Statement.</u>
24.1	<u>Power of Attorney is contained on the signature pages hereto.</u>
99.1	<u>Amended and Restated Sangamo Therapeutics, Inc. 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed May 25, 2022).</u>
107	<u>Filing fee table.</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Brisbane, State of California, on February 23, 2023.

SANGAMO THERAPEUTICS, INC.

By: /s/ Alexander D. Macrae
Alexander D. Macrae, M.B., Ch.B., Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alexander D. Macrae, Prathyusha Duraibabu and Scott Willoughby, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alexander D. Macrae</u> Alexander D. Macrae, M.B., Ch.B., Ph.D.	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	February 23, 2023
<u>/s/ Prathyusha Duraibabu</u> Prathyusha Duraibabu	Senior Vice President and Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	February 23, 2023
<u>/s/ H. Stewart Parker</u> H. Stewart Parker	Director and Chairman of the Board	February 23, 2023
<u>/s/ Courtney Beers, Ph.D.</u> Courtney Beers, Ph.D.	Director	February 23, 2023
<u>/s/ Robert F. Carey</u> Robert F. Carey	Director	February 23, 2023
<u>/s/ Kenneth J. Hillan</u> Kenneth J. Hillan, M.B., Ch.B.	Director	February 23, 2023

<u>/s/ Margaret A. Horn</u> Margaret A. Horn	Director	February 23, 2023
<u>/s/ John H. Markels</u> John H. Markels, Ph.D.	Director	February 23, 2023
<u>/s/ James R. Meyers</u> James R. Meyers	Director	February 23, 2023
<u>/s/ Karen L. Smith</u> Karen L. Smith, M.D., Ph.D., M.B.A., L.L.M.	Director	February 23, 2023



Chadwick L. Mills
+1 650 843 5654
cmills@cooley.com

February 23, 2023

Sangamo Therapeutics, Inc.
7000 Marina Blvd.
Brisbane, California 94005

Ladies and Gentlemen:

We have acted as counsel to Sangamo Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 7,900,000 shares of the Company's Common Stock, \$0.01 par value (the "**Shares**"), pursuant to the Company's Amended and Restated 2018 Equity Incentive Plan (the "**2018 Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the Company's certificate of incorporation and bylaws, each as currently in effect, the 2018 Plan and originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery by all persons other than by the Company of all documents where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2018 Plan, the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Chadwick L. Mills
Chadwick L. Mills

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2018 Equity Incentive Plan of Sangamo Therapeutics, Inc. of our reports dated February 22, 2023, with respect to the consolidated financial statements of Sangamo Therapeutics, Inc., and the effectiveness of internal control over financial reporting of Sangamo Therapeutics, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission..

/s/ ERNST & YOUNG LLP

San Mateo, California
February 22, 2023

Calculation of Filing Fee Table

Form S-8

(Form Type)

Sangamo Therapeutics, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, par value \$0.01 per share	Other(1)	7,900,000(2)	\$2.92(1)	\$23,068,000(1)	0.0001102	\$2,543
	Total Offering Amounts					\$23,068,000		\$2,543
	Total Fees Previously Paid							—
	Total Fee Offsets							—
	Net Fee Due							\$2,543

- (1) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(h) and (c) under the Securities Act of 1933, as amended (the “Securities Act”). The offering price per share and the aggregate offering price are based on the average of the high and low prices of the registrant’s common stock as reported on The Nasdaq Global Select Market on February 21, 2023.
- (2) Pursuant to Rule 416 under the Securities Act, this registration statement shall also cover any additional shares of the registrant’s common stock that become issuable under the plan set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the registrant’s common stock.