UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 27, 2008

SANGAMO BIOSCIENCES, INC.

(Exact name of registrant specified in its charter)

Delaware	000-30171	68-0359556
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

501 Canal Blvd, Suite A100, Richmond, California	94804
(Address of principal executive offices)	(Zip Code)

Registrant's telephone, including area code: (510) 970-6000

(Former name and former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On February 27, 2008, Sangamo BioSciences, Inc. ("Sangamo") entered into a Second Research and License Agreement (the "Second License Agreement") with Genentech, Inc. ("Genentech"), pursuant to which Sangamo will provide Genentech with access to certain aspects of Sangamo's proprietary zinc-finger nuclease ("ZFN") technology for use in mammalian cell-based protein pharmaceutical production. The Second License Agreement expands the relationship established in the Research and License Agreement between Sangamo and Genentech, dated April 27, 2007 (the "First License Agreement"), by increasing the number of potential targets against which Genentech may use or apply Sangamo's ZFN technology. For more information about the First License Agreement, see the Current Report on Form 8-K filed by Sangamo on April 30, 2007 and a copy of such agreement attached as Exhibit 10.1 to the Quarter Report on Form 10-Q for the fiscal quarter ended June 30, 2007.

Under the Second License Agreement, Genentech has the right during a certain period of time to specify one or more desired targeted modifications to the genome of Genentech cell lines, and Sangamo will provide Genentech with ZFNs capable of making such targeted modifications and/or modified cell lines resulting from the use of these ZFNs. Sangamo will provide technical support to Genentech with respect to the use of the transferred ZFN technology. Genentech may use the ZFNs and/or ZFN-modified cell lines provided by Sangamo for protein pharmaceutical production purposes. In addition, Genentech has the right to generate the same targeted modifications in the Genentech cell lines using either Sangamo's ZFN technology or any other technology that is covered by Sangamo's intellectual property rights, which modified cell lines may be used for protein production purposes.

In consideration for the rights and licenses granted to Genentech under the Second License Agreement, as well as Sangamo's development efforts, Genentech will pay Sangamo an upfront fee, ongoing technology access fees for each targeted modification, and certain payments upon achievement of specified milestones relating to the construction and delivery of ZFNs and the clinical development and commercialization of products manufactured using a modified cell line resulting from the use of ZFN technology or other technology covered by Sangamo's intellectual property rights.

In addition, pursuant to a License Agreement between Sangamo and Sigma-Aldrich Corporation ("Sigma"), effective as of July 10, 2007, (the "License Agreement"), Sigma has the exclusive right to offer certain services to Genentech involving Sangamo's ZFN technology that are covered under the Second License Agreement. Notwithstanding such exclusive right, Sigma has agreed to permit Sangamo to directly offer the ZFN-related services to Genentech under the Second License Agreement, and in exchange will receive a share of certain payments made to Sangamo under the Second License Agreement.

Item 7.01 Regulation FD Disclosure

On February 27, 2008, Sangamo issued a press release announcing the transaction described in Item 1.01 above. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following document is filed as exhibit to this report:

99.1 Press Release of Sangamo Biosciences, Inc., dated February 27, 2008

Exhibit 99.1

Sangamo BioSciences, Inc.
Point Richmond Tech Center
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Richmond, CA 94804
510-970-6000 l 510-236-8951(Fax)

SANGAMO BIOSCIENCES ANNOUNCES EXPANSION OF RESEARCH AND LICENSE AGREEMENT WITH GENENTECH FOR ZFP TECHNOLOGY FOR PROTEIN PHARMACEUTICAL PRODUCTION

Companies Agree to Expanded Access to ZFN Technology To Potentially Improve Protein Production

Richmond, Calif., February 27, 2008 — Sangamo BioSciences, Inc. (Nasdaq: SGMO) today announced that it has entered into a second Research and License Agreement with Genentech, Inc. expanding on the original agreement to include additional targets for potential improvement of production cell lines using Sangamo's proprietary zinc finger DNA—binding protein nuclease (ZFN) technology.

"We are pleased to expand our relationship with Genentech, a company that has always operated at the cutting edge of innovative development," said Edward Lanphier, Sangamo's president and chief executive officer. "Under this second non-exclusive, research and commercial license agreement, Sangamo will design and engineer additional ZFNs that target genes identified by Genentech to potentially improve protein pharmaceutical production in mammalian cells. This further agreement strengthens our belief that there is a growing appreciation of the value of our technology which provides a rapid, reliable and highly specific method to efficiently alter genes in eukaryotic cells."

Sangamo announced a strategic relationship with Sigma-Aldrich in July 2007 aimed at commercializing the research aspects of the ZFP technology in several areas, including the field of protein production. "As a Sangamo partner, Sigma is fully committed to bringing this powerful new technology to the scientific research community in the form of future products and services, which we believe will lead to a new era of scientific endeavor," said David Smoller, Ph.D., President of Sigma-Aldrich's Research Biotech Unit.

ZFPs are the dominant class of naturally occurring transcription factors in organisms from yeast to humans. Transcription factors, which are found in the nucleus of every cell, bind to DNA to regulate gene expression. Though there are many kinds of transcription factors, only ZFPs are amenable to engineering and precise targeting to a particular gene or genes of interest. ZFNs are engineered forms of ZFPs that also contain a nuclease component, which can induce modification of a target gene of interest.

About Sangamo

Sangamo BioSciences, Inc. is focused on the research and development of novel DNA-binding proteins for therapeutic gene regulation and modification. The most advanced ZFP Therapeutic™ development program is currently in Phase 2 clinical trials for evaluation of safety and clinical effect in patients with diabetic neuropathy. Phase 1 clinical trials are ongoing to evaluate a ZFP Therapeutic for peripheral artery disease. Other therapeutic development programs are focused on stem cell mobilization, ALS, cancer, HIV/AIDS, neuropathic pain, nerve regeneration, Parkinson's disease and monogenic diseases. Sangamo's core competencies enable the engineering of a class of DNA-binding proteins known as zinc finger DNA-binding proteins (ZFPs). By engineering ZFPs that recognize a specific DNA sequence Sangamo has created ZFP transcription factors (ZFP TF™) that can control gene expression and, consequently, cell function. Sangamo is also developing

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sequence-specific ZFP Nucleases (ZFN™) for gene modification. Sangamo has established strategic partnerships with companies outside of the human therapeutic space including Dow AgroSciences, Sigma-Aldrich Corporation and several companies applying its ZFP Technology to enhance the production of protein pharmaceuticals. For more information about Sangamo, visit the company's web site at www.sangamo.com.

This press release may contain forward-looking statements based on Sangamo's current expectations. These forward-looking statements include, without limitation, references to the research and development of novel ZFP TFs and ZFNs, strategic relationship with collaborators, clinical trials and therapeutic applications of Sangamo's ZFP technology platform. Actual results may differ materially from these forward-looking statements due to a number of factors, including technological challenges, the ability of Sangamo and its collaborators to develop commercially viable products and technological developments by our competitors. See the company's SEC filings, and in particular, the risk factors described in the company's Annual Report on Form 10-K and its most recent Quarterly Report on Form 10-Q. Sangamo assumes no obligation to update the forward-looking information contained in this press release.

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