

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 &amp; Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/24/2022</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/24/2022		F		3,976 <sup>(1)</sup>	D	\$4.7	90,849 <sup>(2)(3)</sup>	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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares underlying the portion of a restricted stock unit ("RSU") grant that vested on April 24, 2022 which were surrendered by the Reporting Person to the Issuer for tax withholding using the Issuer's closing stock price on April 22, 2022 of \$4.70/share, pursuant to the terms of the Issuer's Amended and Restated 2018 Equity Incentive Plan, as amended (the "2018 EIP").
- Includes: (a) 7,523 shares resulting from the April 24, 2022 vesting of the Reporting Person's April 24, 2020 RSU grant and 11,502 shares subject to such RSU grant that will vest in one final annual installment on April 24, 2023, (b) 405 shares subject to the Reporting Person's November 10, 2020 RSU grant that will vest in one final installment on April 29, 2022, (c) 7,500 shares subject to the Reporting Person's August 13, 2021 RSU grant that will vest in three annual installments of 2,500 shares on each of August 13, 2022, 2023 and 2024, (d) 9,167 shares subject to the Reporting Person's February 25, 2021 RSU grant that will vest in two remaining annual installments of 4,583 shares and 4,584 shares on February 25, 2023 and 2024, respectively, and (See footnote 3)
- (e) 41,000 shares subject to the Reporting Person's February 25, 2022 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. 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.

**Remarks:**

Scott B. Willoughby, by /s/ Ron A. Metzger, Attorney-in-Fact 04/26/2022

\*\* 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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