UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): August 23, 2013

SANGAMO BIOSCIENCES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-30171	**68-0359556**
(Commission File Number)	(IRS Employer Identification No.)
501 Canal Blvd.	**Richmond, California 94804**
(Address of Principal Executive Offices)	(Zip Code)

(510) 970-6000
(Registrant's Telephone Number, Including Area Code)

(Former Name or 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 August 23, 2013, Sangamo BioSciences, Inc. (the "Company") and its wholly-owned subsidiary CG Acquisition Sub, Inc., a Delaware corporation ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with Ceregene, Inc., ("Ceregene") and a stockholders' representative. Pursuant to the Merger Agreement, the Company will acquire Ceregene (the "Acquisition"), a privately held biotechnology company focused on the development of adeno-associated virus ("AAV") gene therapies. The acquired assets include all of Ceregene's therapeutic programs, including CERE-110, an AAV vector delivery system for the treatment of Alzheimer's disease that is currently in a Phase 2 clinical trial, certain intellectual property rights relating to the manufacturing of AAV, and certain toxicology and safety data from Ceregene's human clinical trials.

Pursuant to the Merger Agreement, upon closing of the Acquisition (the "Closing Date"), Merger Sub will merge with and into Ceregene, with Ceregene continuing as the surviving company and a wholly-owned subsidiaries of the Company. On the Closing Date, each share of Ceregene's issued and outstanding capital stock held by its stockholders will be converted to the right to receive a portion of the merger consideration for the Acquisition, which consists initially of (i) 100,000 shares of common stock of the Company, par value $0.001 per share, and (ii) amount of cash and cash equivalent of Ceregene on the Closing Date less certain liabilities and expenses. In addition to such initial merger consideration, the Company is required to make contingent earn-out payments (the "Earn-Out Payments") to the stockholders of Ceregene as follows:

- If the Company grants a third-party license to develop and commercialize Ceregene's CERE-110 for the treatment of Alzheimer's disease or CERE-120 for the treatment of Parkinson's diseases or Huntington's disease (the "Earn-Out Products"), the Company is required to pay a double digit percentage of any upfront and milestone payments the Company receives for such license, subject to certain reductions based on expenses incurred by the Company in the development of the Earn-Out Products; and

- If the Company commercializes any Earn-Out Product itself, the Company is required to pay, for each Earn-Out Product, royalty-like earnout payments as a percentage of net sales that range in the low double digits depending upon the amount of net sales, subject to certain reductions by the Company.

Also on the Closing Date, the Company, Ceregene and certain of its stockholders will enter into an indemnity escrow agreement, pursuant to which a portion of the purchase price will be deposited in an escrow account for the benefit of the Company to satisfy indemnity obligations of the stockholders under the Merger Agreement.

The consummation of the Acquisition is subject to customary conditions, including the approval from the stockholders of Ceregene. The Merger Agreement also contains customary representations, warranties, and indemnification provisions. The Merger Agreement may be terminated at any time prior to the Closing Date by mutual consent of the Company and Ceregene, and by the Company or Ceregene if the Acquisition is not consummated by November 15, 2013, subject to certain exceptions.

The description above is only a summary and qualified in its entirety by the Merger Agreement, a copy of which will be filed by the Company as an exhibit to the Company's Current Report on Form 8-K to be filed in connection with the closing of the Acquisition.

A copy of the press release issued by the Company announcing the Acquisition is attached as Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated by reference to this Item 1.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1	Press Release Dated August 26, 2013
99.2	Updated Company Risk Factor

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SANGAMO BIOSCIENCES, INC.

By: /s/ Edward O. Lanphier II
Name: Edward O. Lanphier
Title: President, Chief Executive Officer

Dated: August 26, 2013

Sangamo BioSciences to Acquire Ceregene

Acquisition Provides Significant Portfolio of AAV Assets Including Manufacturing, Regulatory and Intellectual Property and a Fully Enrolled, Fully Funded Phase 2 trial in Alzheimer's Disease

RICHMOND, Calif., Aug. 26, 2013 /PRNewswire/ -- Sangamo BioSciences, Inc. (Nasdaq: SGMO) announced that it signed a definitive agreement to acquire Ceregene, Inc., a privately held biotechnology company focused on developing adeno-associated virus (AAV) gene therapies. Sangamo will host a teleconference at 8:30 am ET tomorrow, Tuesday, August 27, 2013, to discuss the acquisition and provide a general business overview.

(Logo: http://photos.prnewswire.com/prnh/20130102/SF35903LOGO)

"Ceregene is a leader in development and manufacturing of AAV-based therapies with significant clinical development experience," said Edward Lanphier, Sangamo's president and CEO. "Since their inception in 2001, the company has safely treated over 115 subjects in four clinical trials. Sangamo has acquired all of Ceregene's AAV assets including CERE-110, AAV delivery of nerve growth factor (NGF) to the brain for the treatment of Alzheimer's disease. CERE-110 is being evaluated in a fully enrolled and fully funded Phase 2 clinical trial. In addition to the AAV platform, the assets also include one of the world's largest databases of AAV GMP manufacturing know-how, toxicology data, and safety data from their human clinical trials, which will be an invaluable resource as we advance our ZFP Therapeutics."

Under the terms of the definitive agreement Sangamo will issue to the stockholders of Ceregene 100,000 shares of Sangamo's common stock, which represents less than 0.2 percent of Sangamo's total shares outstanding. In addition, Sangamo has agreed to make contingent earn-out payments to the stockholders of Ceregene based upon revenues generated from license or sales transaction of certain existing products of Ceregene. The acquisition is expected to close in September 2013, subject to customary closing conditions. The Company does not expect the acquisition, including the ongoing Phase 2 clinical trial, to have any impact on its financial guidance regarding 2013 operating expenses or yearend cash. A more detailed description of the terms of the definitive agreement is available in the Form 8-K filed by the Company with the Securities and Exchange Commission on this date.

Sangamo will receive over 120 issued, pending or in-licensed patents that include patent families covering the AAV vector platform and manufacturing methods, therapeutic transgenes, and technology for direct administration of AAV to the brain. Sangamo will also have access to GMP master cell banks, materials and manufacturing know-how that will expand its capabilities in AAV manufacturing as well as a database of preclinical efficacy and toxicology studies and other documentation supporting Ceregene's Investigational New Drug (IND) applications. These materials provide valuable reference materials for Sangamo in the preparation and filing of IND applications for its *in vivo* ZFP Therapeutics®, particularly those that target the brain. In addition, Sangamo will acquire all of Ceregene's preclinical and clinical therapeutic programs including its ongoing double-blind, placebo-controlled Phase 2 trial to evaluate its NGF-AAV (CERE-110) in Alzheimer's disease (AD) and the proprietary needle device for brain delivery of AAV with supporting regulatory documentation and clinical experience.

In 2008, Ceregene, and its collaborators at the Alzheimer's Disease Cooperative Study (ADCS), based at the University of California, San Diego (UCSD), were awarded a $5.4 million grant from the National Institute of Aging of the National Institutes of Health (NIH) to support the double-blind, placebo-controlled, Phase 2 clinical trial of CERE-110 in 50 subjects with mild to moderate AD. Using AAV to produce a steady supply of NGF in a specific area of the brain, the treatment is designed to address the loss of cholinergic neurons which is associated with memory loss and cognitive decline in AD. The trial is fully enrolled and the subjects, half of whom were treated with CERE-110 and half with sham surgery (placebo), are in the follow-up stage of the study which will evaluate the effect of treatment on established clinical end-points in cognitive function and quality of life. The results of this trial are expected in 2015.

"Over 5 million people in the U.S. live with Alzheimer's, which is a devastating disease for both patients and their families, and more effective treatment options are needed," stated Geoff Nichol, M.B. Ch.B., Sangamo's executive vice president of research and development. "Early data from the CERE-110 program are encouraging. Clinical data from a Phase 1 study demonstrate that CERE-110 can be safely injected into a specific area of the brain and preclinical studies suggest that treatment can produce levels of NGF that protect cholinergic neurons. The award granted by the NIH to fund the Phase 2 trial, and participation of the ADCS, a pre-eminent research consortium for testing new treatments for Alzheimer's, demonstrate strong support for the development of this novel therapeutic."

Conference Call Tomorrow

Sangamo will host a teleconference and webcast tomorrow, Tuesday, August 27, 2013, at 8:30 a.m. ET, to discuss the acquisition and provide a general business overview. The live webcast can be accessed via a link on the Sangamo BioSciences website in the Investor Relations section under "Events and Presentations" http://investor.sangamo.com/events.cfm. A replay of the webcast will also be available for two weeks after the call.

The call will be open to the public: dial-in numbers are 877-377-7553 for domestic callers and 678-894-3968 for international callers. The passcode for the call is 41535274. A replay will be available from approximately 11:30 a.m. ET on August 27, 2013 to 11:59 p.m. ET on September 3, 2013. The conference call replay numbers for domestic and international callers are 855-859-2056 and 404-537-3406, respectively. The conference ID number for the replay is 41535274.

About CERE-110
CERE-110 is an AAV vector that carries the gene for NGF, a naturally occurring protein that maintains survival of nerve cells in the brain. CERE-110 is surgically injected into the nucleus basalis of Meynert (NBM), a specific region of the brain where cholinergic neurons degenerate in AD. The cholinergic system is important in memory and cognitive function, and restoration in the function of this system may improve memory in individuals with AD. Delivery of NGF using an AAV vector should have the potential to induce safe and sustained expression of NGF, resulting in long-lasting restoration of function and protection from further degeneration.

About Alzheimer's Disease (AD)
AD is a progressive brain disease that gradually destroys memory and a person's ability to learn, reason, communicate and carry out daily activities. There are now more than five million people in the U.S. living with AD and there is currently no cure.

About Sangamo
Sangamo BioSciences, Inc. is focused on research and development of novel DNA-binding proteins for therapeutic gene regulation and genome editing. The Company has ongoing Phase 2 and Phase 1/2 clinical trials to evaluate the safety and efficacy of a novel ZFP Therapeutic® for the treatment of HIV/AIDS. Sangamo's other therapeutic programs are focused on monogenic diseases, including hemophilia, Huntington's disease and hemoglobinopathies such as beta-thalassemia and sickle cell anemia. Sangamo's core competencies enable the engineering of a class of DNA-binding proteins known as zinc finger DNA-binding proteins (ZFPs). Engineering of ZFPs that recognize a specific DNA sequence enables the creation of sequence-specific ZFP Nucleases (ZFNs) for gene modification and ZFP transcription factors (ZFP TFs) that can control gene expression and, consequently, cell function. Sangamo has entered into a strategic collaboration with Shire AG to develop therapeutics for hemophilia, Huntington's disease and other monogenic diseases and has established strategic partnerships with companies in non-therapeutic applications of its technology including Dow AgroSciences and Sigma-Aldrich Corporation. For more information about Sangamo, visit the company's website 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 their applications in research and the treatment of disease, integration of AAV-based technology and know-how in the development of ZFP Therapeutics and the closing of the acquisition of Ceregene. Actual results may differ materially from these forward-looking statements due to a number of factors, including uncertainties relating to the initiation and completion of our clinical trials, whether the clinical trials will validate and support the tolerability and efficacy of ZFNs, technological challenges, Sangamo's ability to develop commercially viable products, risks associated with the protection of our proprietary technology, technological developments by our competitors, developments at Ceregene after the signing of the definitive agreement and the integration of Ceregene's assets into Sangamo. For a more detailed discussion of these and other risks, please see Sangamo's SEC filings, including the risk factors described in its Annual Report on Form 10-K and its most recent Quarterly Report on Form 10-Q. Sangamo BioSciences, Inc. assumes no obligation to update the forward-looking information contained in this press release.

CONTACT: Sangamo BioSciences, Inc., Elizabeth Wolffe, Ph.D., 510-970-6000, x271, ewolffe@sangamo.com

The Form 8-K of the Company filed on August 26, 2013 contains forward-looking statements based on the Company's current expectations. These forward-looking statements include, without limitation, references to expected technological, operational and financial benefits to the Company as a result of the acquisition of Ceregene, Inc.; the development and commercialization of product candidates of Ceregene, Inc; the potential earn-out payments under the Merger Agreement; the expected closing of the Acquisition; and the application of the acquired technology to the Company's ZFP Therapeutic programs. Actual results may differ materially from these forward-looking statements due to a number of factors, including those described below and set forth under the caption "Risk Factors" in our filings with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended.

Updated Company Risk Factors

We may not be able to fully realize the expected benefits from the acquisition of Ceregene, Inc., and the operation of the new business of Ceregene, Inc. may subject us to additional risks

In August 2013, we entered into a definitive agreement to acquire Ceregene Inc. ("Ceregene"), including all of its therapeutic programs and related intellectual property and other assets. Although we expect to realize strategic, operational and financial benefits as a result of the acquisition, we cannot be certain whether, and to what extent, such benefits will be achieved in the future. In particular, the success of the acquisition will depend on our ability to efficiently and successfully integrate Ceregene's business, including the prosecution of its CERE-110 Phase 2 clinical trial , and to apply Ceregene's technology for a delivery vector based on adeno-associated virus (AAV) to advance our ZFP Therapeutics. There is no guarantee that any existing and future clinical trials of Ceregene's product candidates, including CERE-110, will produce positive results, and failure to so may adversely affect our ability to validate the AAV delivery technology and apply such technology to our ZFP products as well as negatively impact our stock price. In April 2013, Ceregene reported that its top line data for the CERE-120 Phase 2b clinical trial for Parkinson's disease did not demonstrate statistically significant efficacy in the primary endpoint. In addition, even if we obtain positive data from such clinical trials, there is no guarantee that the AAV delivery technology can be applied to our ZFP Therapeutics safely and effectively.

The acquisition of Ceregene also subjects us to additional operational and financial risks, including the following:

- additional costs that we may need to incur in order to conduct and complete Ceregene's therapeutic programs, including the CERE-110 Phase 2 clinical trial, and to comply with new regulatory requirements;
- difficulties acquiring and developing the necessary expertise to continue the development AAV technologies and other acquired assets of Ceregene;
- difficulties in coordinating research and development activities;
- uncertainties in the business relationships with our collaborators and suppliers due to the acquisition;

- difficulties in integrating Ceregene's accounting systems and procedures, including internal control over financial reporting as required by Sarbanes-Oxley Act; and

- lack of previous experiences in conducting Phase 2 trials of a gene therapy based on AAV vector delivery system.

In addition, the market price of our common stock may decline as a result of the merger if the integration of Ceregene is unsuccessful, takes longer than expected or fails to achieve the expected benefits to the extent anticipated by financial analysts or investors, or the effect of the acquisition on our financial results is otherwise not consistent with the expectations of financial analysts or investors.