

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>Duraibabu Prathyusha</u><br><br>(Last) (First) (Middle)<br>C/O SANGAMO THERAPEUTICS, INC.<br>7000 MARINA BLVD.<br><br>(Street)<br>BRISBANE CA 94005<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br>SANGAMO THERAPEUTICS, INC [ SGMO ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>SVP, Chief Financial Officer |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/11/2023                    |   |
|  | 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                    | 06/11/2023                           |  | F                              |   | 864 <sup>(1)</sup>  | D          | \$1.19 | 133,663 <sup>(2)(3)(4)</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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- Represents shares underlying the portion of a restricted stock unit ("RSU") grant that vested on June 11, 2023, which were surrendered by the Reporting Person solely for mandatory tax withholding purposes using the Issuer's closing stock price on June 9, 2023 of \$1.19/share, pursuant to the terms of the Issuer's Amended and Restated 2018 Equity Incentive Plan, as amended (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) 1,636 shares resulting from the June 11, 2023 vesting installment of the Reporting Person's June 11, 2021 RSU grant and 2,500 shares subject to such RSU grant that will vest in one final installment on June 11, 2024, (b) 26,907 shares subject to the Reporting Person's February 25, 2022 RSU grant that will vest in successive equal quarterly installments through February 25, 2025, (c) 4,584 shares subject to the Reporting Person's February 25, 2021 RSU grant that will vest in one final installment on February 25, 2024 and (d) 53,438 shares subject to the Reporting Person's February 24, 2023 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.
- Includes 2,475 shares acquired on May 31, 2023 under the Issuer's 2020 Employee Stock Purchase Plan.

**Remarks:**

Prathyusha Duraibabu, by /s/ Ron A. Metzger, Attorney-in-Fact 06/13/2023

\*\* 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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