**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): September 1, 2015

**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 September 1, 2015, Sangamo BioSciences, Inc. (the "Company") entered into the Amended and Restated Collaboration and License Agreement (the "Agreement") with Shire International GmbH (formerly Shire AG, "Shire") that replaces the Collaboration and License Agreement, dated January 31, 2012, between the Company and Shire. Under the Agreement, Shire returned to the Company worldwide exclusive rights to gene targets for the development, clinical testing and commercialization of ZFP Therapeutics for hemophilia A and B. Shire retained its exclusive, worldwide license to a ZFP Therapeutic program to continue to develop clinical leads for Huntington's disease, and Shire also retained the right to select one additional disease-causing gene as the target for another ZFP therapeutic program that will be exclusively licensed to Shire. Shire's rights with respect to other targets contemplated in the original agreement reverted to the Company.

Under the Agreement, Shire has full control over, and full responsibility for the costs of, its retained programs, subject to certain obligations, including the obligation to retain the Company to perform ZFP design, optimization and assessment services and to reimburse the Company for the costs of such services. Shire does not have any milestone payment obligations to the Company with respect to the retained programs, but it is required to pay single digit percentage royalties to the Company, up to a specified maximum cap, on the commercial sales of ZFP therapeutic products from such programs. Under the Agreement, the Company has full control over, and full responsibility for the costs of, the hemophilia programs returned to the Company, subject to certain diligence obligations and Shire's right of first negotiation to obtain a license to such programs under certain circumstances. The Company is required to pay single digit percentage royalties to Shire, up to a specified maximum cap, on commercial sales of ZFP therapeutic products from such returned programs.

The Agreement may be terminated by (i) either party, in whole or in part, for the uncured material breach of the other party, (ii) either party for the bankruptcy or other insolvency proceeding of the other party; and (iii) Shire, in whole or in part, at any time with 90 days prior written notice to the Company.

The foregoing description is a summary and qualified in its entirety by the Agreement, a copy of which the Company intends to file as an exhibit to its next periodic report to be filed with the Securities and Exchange Commission.

**Item 7.01 Regulation FD Disclosure**

On September 2, 2015, the Company 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.**

| Exhibit | Description |
| --- | --- |
| 99.1 | Press Release dated September 2, 2015. |

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
Edward O. Lanphier II
President, Chief Executive Officer

Dated: September 2, 2015

**Exhibit 99.1**

# Sangamo and Shire Restructure Collaboration to Accelerate Development of ZFP Therapeutics® for the Treatment of Hemophilia and Huntington's Disease

Revised Agreement Gives Each Company Control of Programs Aligned to Specific Areas of Strategic Focus

Teleconference and Webcast Scheduled for 8:00 a.m. ET Today, Wednesday, September 2, 2015

RICHMOND, Calif., Sept. 2, 2015 /PRNewswire/ -- Sangamo BioSciences, Inc. (Nasdaq: SGMO), a leader in therapeutic genome editing, announced today that the company and its collaborator, Shire plc (LSE: SHP, NASDAQ: SHPG), have agreed to revise their January 2012 collaboration and license agreement to expedite the development of ZFP Therapeutics for hemophilia A and B and Huntington's disease.

The decision to restructure reflects a strategic decision by both Shire and Sangamo to focus efforts in areas of current interest and expertise for each company. Under the revised terms of the agreement, Shire will return to Sangamo the exclusive world-wide rights to gene targets for the development, clinical testing and commercialization of ZFP Therapeutics for hemophilia A and B. Shire will retain rights and will continue to develop ZFP Therapeutic clinical leads for Huntington's disease and a ZFP Therapeutic for one additional gene target yet to be named. Shire's rights with respect to other targets contemplated in the original agreement revert to Sangamo.

"Sangamo has greatly benefited from our collaboration with Shire, whose financial support has significantly aided in the development of our in vivo protein replacement platform, or IVPRP, which forms the basis of our hemophilia and lysosomal storage disorder programs," said Edward Lanphier, Sangamo's president and chief executive officer. "This restructuring allows us to accelerate the development of our potentially curative hemophilia A and B programs. We will also continue to leverage the potential of our powerful IVPRP for development of ZFP Therapeutics for other monogenic diseases, and remain on track to file Investigational New Drug (IND) applications for the hemophilia B program and the first of our lysosomal storage disorder programs by the end of 2015."

Under the revised agreement, each company is responsible for expenses associated with its own programs and will reimburse the other for any ongoing services provided. Sangamo has granted Shire a right of first negotiation to license the hemophilia A and B programs. No milestone payments will be made on any program and each company will pay certain royalties to the other on commercial sales up to a specified maximum cap. Additional financial details of the agreement will not be disclosed.

**Conference Call**
Sangamo will host a conference call today, September 2, 2015, at 8:00 a.m. ET, which will be open to the public. The call will also be webcast live and 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 conference call dial-in numbers are (877) 377-7553 for domestic callers and (678) 894-3968 for international callers. The conference ID number for the call is 30770327. For those unable to listen in at the designated time, a conference call replay will be available for one week following the conference call, from approximately 11:00 a.m. ET on September 2, to 11:59 p.m. ET on September 8, 2015. 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 30770327.

**Sangamo**
Sangamo BioSciences, Inc. is focused on Engineering Genetic Cures™ for monogenic and infectious diseases by deploying its novel DNA-binding protein technology platform in therapeutic gene regulation and genome editing. The Company has a Phase 2 clinical program to evaluate the safety and efficacy of novel ZFP Therapeutics® for the treatment of HIV/AIDS (SB-728). Sangamo's other therapeutic programs are focused on monogenic and rare diseases. The Company has formed a strategic collaboration with Shire International GmbH to develop therapeutics for Huntington's disease, and with Biogen Inc. for hemoglobinopathies, such as sickle cell disease and beta-thalassemia. It has also 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 ZFNs, potential therapeutic applications of its ZFP technology for the treatment of hemophilia A and B, Huntington's disease, lysosomal storage disorders and other monogenic diseases, the anticipated benefits and impacts of the revised collaboration agreement with Shire, the expected timing for filing of IND applications and potential royalty payments achieved upon commercialization of products covered under the agreement with Shire. Actual results may differ materially from these forward-looking statements due to a number of factors, including technological challenges, uncertainties and risks relating to clinical trials, compliance with regulatory and other requirements, the ability of Sangamo and Shire to develop commercially viable products and technological developments by our competitors. See the SEC filings, and in particular, the risk factors described in Sangamo's Annual Reports on Form 10-K and most recent Quarterly Reports on Form 10-Q. Sangamo does not assume any obligation to update the forward-looking information contained in this press release.*

Logo - http://photos.prnewswire.com/prnh/20130102/SF35903LOGO

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