

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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. 501 CANAL BLVD.  (Street) RICHMOND CA 94084  (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>05/24/2024</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	05/24/2024		F		1,400 <sup>(1)</sup>	D	\$0.6	835,030 <sup>(2)(3)</sup>	D	
Common Stock	05/25/2024		F		1,336 <sup>(4)</sup>	D	\$0.6	833,694 <sup>(3)(5)</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 portions of RSU grants that vested on May 24, 2024, which were surrendered by the Reporting Person solely for mandatory tax withholding purposes using the Issuer's closing stock price on May 24, 2024 of \$0.60/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) 2,607 shares resulting from the May 24, 2024 vesting installment of the Reporting Person's February 24, 2023 RSU grant, and the remaining 28,055 shares will vest in successive equal quarterly installments through February 24, 2026, (b) 15,375 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) 2,500 shares subject to the Reporting Person's August 13, 2021 RSU grant that will vest in one final installment on August 13, 2024 and (e) 712,500 shares subject to the Reporting Person's January 22, 2024 RSU grant that will vest as to one-half (1/2) of the shares on the first anniversary of the grant date, and the remainder of the shares will vest in 4 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.
- Represents shares underlying the portions of RSU grants that vested on May 25, 2024, which were surrendered by the Reporting Person solely for mandatory tax withholding purposes using the Issuer's closing stock price on May 24, 2024 of \$0.60/share, pursuant to the terms of 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) 2,507 shares resulting from the May 25, 2024 vesting installment of the Reporting Person's February 25, 2022 RSU grant, and the remaining 11,532 shares will vest in successive equal quarterly installments through February 25, 2025, (c) 28,055 shares subject to Reporting Person's February 24, 2023 RSU grant that will vest in successive equal quarterly installments through February 24, 2026, (c) 2,500 shares subject to the Reporting Person's August 13, 2021 RSU grant that will vest in one final installment on August 13, 2024 and (e) 712,500 shares subject to the Reporting Person's January 22, 2024 RSU grant that will vest as to one-half (1/2) of the shares on the first anniversary of the grant date, and the remainder of the shares will vest in 4 successive equal quarterly installments thereafter.

/s/ Ron A. Metzger, Attorney-in-Fact 05/29/2024

\*\* 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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