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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): May 3, 2019**

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**SANGAMO THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-30171**  
(Commission  
File Number)

**68-0359556**  
(IRS Employer  
Identification Number)

**501 Canal Blvd., Richmond, California 94804**  
(Address of principal executive offices) (Zip Code)

**(510) 970-6000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.01 par value per share</b>	<b>SGMO</b>	<b>Nasdaq Global Select Market</b>

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**Item 2.02 Results of Operations and Financial Condition.**

On May 8, 2019, Sangamo Therapeutics, Inc. (“Sangamo”) issued a press release announcing its financial results for the quarter ended March 31, 2019 (the “Press Release”).

A copy of the Press Release is furnished hereto as Exhibit 99.1 and is incorporated by reference herein. The information contained in this Item 2.02 and in the Press Release furnished as Exhibit 99.1 to this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 2.02 and in the Press Release furnished as Exhibit 99.1 to this Current Report on Form 8-K shall not be incorporated by reference into any filing with the SEC made by Sangamo whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 3, 2019, Edward R. Conner, M.D., notified Sangamo Therapeutics, Inc. of his intention to resign as Senior Vice President and Chief Medical Officer, effective May 31, 2019, in order to pursue a new opportunity.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release regarding financial results dated May 8, 2019</a>

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**SIGNATURES**

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 THERAPEUTICS, INC.**

Dated: May 8, 2019

By: /s/ ALEXANDER D. MACRAE

Name: Alexander D. Macrae, M.B., Ch.B., Ph.D.

Title: President and Chief Executive Officer



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## SANGAMO THERAPEUTICS REPORTS FIRST QUARTER 2019 FINANCIAL RESULTS

*Conference Call and Webcast Scheduled for 5:00 p.m. Eastern Time*

**Brisbane, California, May 8, 2019** – Sangamo Therapeutics, Inc. (NASDAQ: SGMO), a genomic medicine company, today reported first quarter 2019 financial results and recent business highlights.

“With recent encouraging clinical data in hemophilia A gene therapy and *ex vivo* gene-edited cell therapy for beta thalassemia, we are moving closer to achieving our vision for Sangamo as an integrated genomic medicine company,” said Sandy Macrae, CEO of Sangamo. “Our capabilities in gene therapy, *ex vivo* gene-edited cell therapy, *in vivo* genome editing and gene regulation enable us to address genetic diseases with appropriate technologies. We are investing in a diverse pipeline of products where we believe this suite of proprietary technologies is clinically relevant, where the underlying biology is well-characterized, and where there is a defined high unmet medical need.”

### Recent Highlights

#### *Clinical*

- In partnership with Pfizer, announced phase 1/2 interim data for SB-525, a gene therapy candidate for the treatment of adults with hemophilia A, demonstrating dose-dependent increases in Factor VIII (FVIII) activity in eight patients, with the two patients treated with the 3e13 vg/kg dose reaching normal FVIII levels
- Initiated dose expansion of the 3e13 vg/kg dose cohort for the SB-525 hemophilia A program, based on Safety Monitoring Committee recommendations
- Announced early data from the first patient in the phase 1/2 clinical trial for ST-400, *ex vivo* gene-edited cell therapy candidate for the treatment of beta thalassemia being developed in partnership with Sanofi

#### *Corporate*

- Strengthened balance sheet with April 2019 public offering of common stock raising net proceeds of approximately \$136.2 million
- Signed option agreement with Brammer Bio, a gene therapy contract development and manufacturing organization, to secure access to large-scale, commercial-grade AAV manufacturing

#### *Research*

- Publication of data demonstrating high-precision genome editing with new zinc finger nuclease architectures in March 2019 issue of *Nature Communications*
- Presented new preclinical data at 14<sup>th</sup> International Conference on Alzheimer’s & Parkinson’s Diseases (ADPD) demonstrating significant reduction in tau expression in non-human primates with zinc finger protein transcription factor (ZFP-TF) gene regulation technology
- Presented data detailing zinc finger protein platform enhancements, and several clinical and preclinical genomic medicine programs at 2019 American Society of Gene & Cell Therapy (ASGCT) Annual Meeting, held in Washington, D.C. between April 29<sup>th</sup> and May 2<sup>nd</sup>

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- Presented preclinical data on the development of ZFP-TFs to selectively downregulate expression of pathogenic C9ORF72 repeat expansion-containing transcripts at the TargetALS meeting in Boston on May 2<sup>nd</sup>

### **First Quarter 2019 Financial Results**

For the first quarter ended March 31, 2019, Sangamo reported a consolidated net loss of \$42.2 million, or \$0.41 per share, compared to a net loss of \$20.2 million, or \$0.23 per share, for the same period in 2018. As of March 31, 2019, the Company had cash, cash equivalents, and investments of \$351.6 million.

Revenues for the first quarter ended March 31, 2019 were \$8.1 million, compared to \$12.6 million for the same period in 2018. The decrease was primarily due to a decline of \$10.6 million in revenues related to our agreement with Pfizer due to a change in estimate driven by an increase in project scope of the hemophilia A collaboration and the corresponding decrease in the measure of the proportional performance, and also a \$2.4 million decrease in revenues related to our agreement with Sanofi (formerly Bioverativ). These decreases were partially offset by an increase of \$8.3 million in revenue related to our agreement with Kite Pharma, which took effect in April 2018. First quarter 2019 revenues were primarily generated from Sangamo's collaboration agreements with Kite, Sanofi and Pfizer.

As anticipated, operating expenses increased in the first quarter ended March 31, 2019, reflecting the Company's growth through the acquisition of TxCell, increased U.S. headcount in support of growth of the preclinical pipeline and clinical development programs, and manufacturing-related activities. Total operating expenses for the first quarter ended March 31, 2019 were \$52.0 million, compared to \$33.6 million for the same period in 2018. Research and development expenses were \$34.9 million for the first quarter of 2019, compared to \$23.5 million for the same period in 2018. The increase was primarily due to manufacturing and clinical trial expenses related to the progress of the Company's clinical development programs. General and administrative expenses were \$17.1 million for the first quarter of 2019, compared to \$10.1 million for the same period in 2018.

### **Financial Guidance for 2019**

- **Operating Expense:** Sangamo expects operating expense of \$210 to \$220 million for the year ending December 31, 2019.
- **Cash and Investments:** Sangamo projects that current cash, cash equivalents, and investments, including net proceeds from the April 2019 common stock offering, should provide funds for operations through year end 2021.

### **Conference Call**

Sangamo will host a conference call today, May 8, 2019, at 5:00 p.m. Eastern Time, which will be open to the public. The call will also be webcast live and can be accessed via a link on the Sangamo Therapeutics website in the Investors and Media section under [Events and Presentations](#).

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 7577586. 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 8:00 p.m. ET on May 8, 2019 to 11:59 p.m. ET on May 15, 2019. 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 7577586.

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## About Sangamo Therapeutics

Sangamo Therapeutics, Inc. is focused on translating ground-breaking science into genomic medicines with the potential to transform patients' lives using gene therapy, *ex vivo* gene-edited cell therapy, *in vivo* genome editing, and gene regulation. For more information about Sangamo, visit [www.sangamo.com](http://www.sangamo.com).

### Forward-Looking Statements

*This press release contains forward-looking statements regarding Sangamo's current expectations. These forward-looking statements include, without limitation, statements regarding the Company's vision to become an integrated genomic medicines company, the Company's ability to develop and commercialize product candidates to address genetic diseases with the Company's proprietary technologies, the anticipated benefit from investing in a diverse pipeline of products, and Sangamo's 2019 financial guidance related to cash, cash equivalents, and investments, anticipated operating expenses and cash runway. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Factors that could cause actual results to differ include, but are not limited to, the dependence on the success of clinical trials, the lengthy and uncertain regulatory approval process, uncertainties related to the initiation, enrollment and completion of clinical trials, whether the final results from a study will validate and support interim safety and efficacy data, Sangamo's reliance on partners and other third-parties to meet their clinical and manufacturing obligations, and the ability to maintain strategic partnerships. Further, there can be no assurance that the necessary regulatory approvals will be obtained or that Sangamo and its partners will be able to develop commercially viable product candidates. Actual results may differ from those projected in forward-looking statements due to risks and uncertainties that exist in Sangamo's operations and business environments. These risks and uncertainties are described more fully in Sangamo's Annual Report on Form 10-K for the year ended December 31, 2018 as filed with the Securities and Exchange Commission and Sangamo's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 that it intends to file this week. Forward-looking statements contained in this announcement are made as of this date, and Sangamo undertakes no duty to update such information except as required under applicable law.*

### Contact

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**SELECTED CONSOLIDATED FINANCIAL DATA**

(unaudited; in thousands, except per share data)

**Statement of Operations Data:**

	Three months ended	
	March 31,	
	2019	2018
Revenues	\$ 8,071	\$ 12,637
Operating expenses:		
Research and development	34,850	23,547
General and administrative	17,118	10,087
Total operating expenses	51,968	33,634
Loss from operations	(43,897)	(20,997)
Interest and other income, net	1,694	810
Net loss	(42,203)	(20,187)
Net loss attributable to non-controlling interest	(53)	—
Net loss attributable to Sangamo Therapeutics, Inc. stockholders	\$ (42,150)	\$ (20,187)
Basic and diluted net loss per common share attributable to Sangamo Therapeutics Inc. stockholders	\$ (0.41)	\$ (0.23)
Shares used in computing basic and diluted net loss per common share attributable to Sangamo Therapeutics, Inc. stockholders	102,270	86,334

**SELECTED BALANCE SHEET DATA**

	March 31, 2019	December 31, 2018
Cash, cash equivalents, and investments	\$ 351,590	\$ 400,508
Total assets	542,729	590,395
Total stockholders' equity	329,181	367,257

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