

SANGAMO THERAPEUTICS, INC  
Form 8-K/A  
April 27, 2018

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

**FORM 8-K/A**  
**(Amendment No. 1)**

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

**Date of Report (Date of earliest event reported): April 25, 2018**

**SANGAMO THERAPEUTICS, INC.**  
**(Exact name of registrant as specified in its charter)**

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

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

**68-0359556**  
**(IRS Employer**  
  
**Identification No.)**

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**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)**

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):

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.

**Explanatory Note**

Sangamo Therapeutics, Inc. is filing this Amendment No. 1 to its Current Report on Form 8-K, originally filed with the Securities and Exchange Commission on April 26, 2018 (the Original 8-K ), solely to re-file the opinion filed as Exhibit 5.1 to the Original 8-K to correct typographical errors. The corrected opinion is filed as Exhibit 5.1 hereto and supersedes and replaces in its entirety the opinion filed as Exhibit 5.1 to the Original 8-K.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

**Exhibit**

**Number**

**Description**

- |      |   |
|------|---|
| 1.1  | <u>Underwriting Agreement, dated April 25, 2018, by and between Sangamo Therapeutics, Inc. and Merrill Lynch Pierce, Fenner &amp; Smith Incorporated, J.P. Morgan Securities LLC and Cowen and Company, LLC, as representatives of the several underwriters named therein (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed on April 26, 2018).</u> |
| 5.1  | <u>Opinion of Cooley LLP.</u>   |
| 23.1 | <u>Consent of Cooley LLP (included in Exhibit 5.1).</u>   |

**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.

DATE: April 26, 2018

SANGAMO THERAPEUTICS, INC.

By: /s/ HEATHER TURNER  
Heather Turner  
Senior Vice President and General Counsel