

SANGAMO BIOSCIENCES INC  
 Form 4  
 February 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 RA CAPITAL MANAGEMENT, LLC

2. Issuer Name and Ticker or Trading Symbol  
 SANGAMO BIOSCIENCES INC [SGMO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 20 PARK PLAZA, SUITE 1200,  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/29/2014

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Former 10% Owner

BOSTON, MA 02116

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 06/05/2014                           |  | S                              |   | 66,253  | D  | \$ 14.1305  |
| Common Stock                    | 06/05/2014                           |  | S                              |   | 48,849  | D  | \$ 14.135   |
| Common Stock                    | 06/06/2014                           |  | S                              |   | 9,852   | D  | \$ 14.0718  |
| Common Stock                    | 06/06/2014                           |  | S                              |   | 41,749  | D  | \$ 14.13  |
| Common Stock                    | 06/06/2014                           |  | S                              |   | 83,500  | D  | \$ 14.4   |

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|              |            |   |         |   |            |           |                         |
|--------------|------------|---|---------|---|------------|-----------|-------------------------|
| Common Stock | 06/09/2014 | S | 60,955  | D | \$ 15.4985 | 2,518,283 | D <u>(1)</u>            |
| Common Stock | 06/09/2014 | S | 22,545  | D | \$ 15.5    | 2,495,738 | D <u>(1)</u>            |
| Common Stock | 06/16/2014 | S | 1,838   | D | \$ 16.3541 | 2,493,900 | D <u>(1)</u>            |
| Common Stock | 06/16/2014 | S | 3,695   | D | \$ 16.5231 | 2,490,205 | D <u>(1)</u>            |
| Common Stock | 06/16/2014 | S | 137,171 | D | \$ 16.5235 | 2,353,034 | D <u>(1)</u>            |
| Common Stock | 06/16/2014 | S | 107,796 | D | \$ 16.595  | 2,245,238 | D <u>(1)</u>            |
| Common Stock | 07/01/2014 | S | 33,080  | D | \$ 15.955  | 2,212,158 | D <u>(1)</u>            |
| Common Stock | 07/01/2014 | S | 49,620  | D | \$ 16.0461 | 2,162,538 | D <u>(1)</u>            |
| Common Stock | 07/17/2014 | P | 37,215  | A | \$ 12.2588 | 2,199,753 | D <u>(1)</u>            |
| Common Stock | 07/24/2014 | S | 124,050 | D | \$ 12.2792 | 2,075,703 | D <u>(1)</u>            |
| Common Stock | 07/25/2014 | S | 47,429  | D | \$ 12.3121 | 2,028,274 | D <u>(1)</u>            |
| Common Stock | 07/28/2014 | S | 24,810  | D | \$ 12.1    | 2,003,464 | D <u>(1)</u>            |
| Common Stock | 07/28/2014 | S | 35,271  | D | \$ 12.114  | 1,968,193 | D <u>(1)</u>            |
| Common Stock | 07/29/2014 | S | 1,407   | D | \$ 12.4122 | 1,966,786 | D <u>(1)</u>            |
| Common Stock | 07/30/2014 | S | 20,592  | D | \$ 12.35   | 1,946,194 | D <u>(1)</u>            |
| Common Stock | 07/30/2014 | S | 57,890  | D | \$ 12.36   | 1,888,304 | D <u>(1)</u>            |
| Common Stock | 07/30/2014 | S | 31,108  | D | \$ 12.594  | 1,857,196 | D <u>(1)</u>            |
| Common Stock | 08/01/2014 | S | 27,770  | D | \$ 12.8232 | 1,829,426 | D <u>(1)</u> <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                  |
|--|---------------|-----------|---------|------------------|
|  | Director      | 10% Owner | Officer | Other            |
| RA CAPITAL MANAGEMENT, LLC<br>20 PARK PLAZA, SUITE 1200<br>BOSTON, MA 02116                                      |               |           |         | Former 10% Owner |
| RA Capital Healthcare Fund LP<br>C/O RA CAPITAL MANAGEMENT, LLC<br>20 PARK PLAZA, SUITE 1200<br>BOSTON, MA 02116 |               |           |         | Former 10% Owner |
| Kolchinsky Peter<br>C/O RA CAPITAL MANAGEMENT, LLC<br>20 PARK PLAZA, SUITE 1200<br>BOSTON, MA 02116              |               |           |         | Former 10% Owner |

## Signatures

|  |            |
|--|------------|
| /s/ Peter Kolchinsky, Manager of RA Capital Management, LLC  | 02/18/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P. | 02/18/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Peter Kolchinsky, individually   | 02/18/2015 |
| __Signature of Reporting Person  | Date       |

## Explanation of Responses:

- \* 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).

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(1) The reported securities are owned by RA Capital Healthcare Fund, L.P. (the "Fund"). RA Capital Management, LLC (the "Adviser") is the general partner of the Fund, and Peter Kolchinsky is the sole manager of the Adviser. The Adviser and Mr. Kolchinsky disclaim beneficial ownership of the reported securities in reliance on Rule 16a-1(a)(1)(v) and (vii), respectively, and therefore disclaim any obligation to report ownership of the reported securities other than on behalf of the Fund. The filing of this Form 4 shall not be construed as an admission that either the Adviser or Mr. Kolchinsky is or was, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any of the securities reported herein. The number of shares reported in Col 5 of Table I and the number of options reported in Col 9 of Table II reflect the number of shares or options, as applicable, beneficially owned by the Fund as of the time of the last transaction reported herein.

(2) On January 29, 2014, the Fund became a beneficial owner of more than ten percent of the outstanding shares the issuer's common stock and therefore became subject to Section 16 of the Securities Exchange Act of 1934. On August 1, 2014, the Fund ceased to be a beneficial owner of more than ten percent of the outstanding shares of the issuer's common stock and ceased to be subject to Section 16.

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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