

SANGAMO BIOSCIENCES INC  
Form 8-K  
June 07, 2010

**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): June 2, 2010**

**SANGAMO BIOSCIENCES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

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**000-30171**  
(Commission

**68-0359556**  
(IRS Employer

File Number)

Identification No.)

**501 Canal Blvd, Suite A100**  
(Address of Principal Executive Offices)

**Richmond, California 94804**  
(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):

- .. 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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders (the Annual Meeting ) of Sangamo BioSciences, Inc. (the Company ) was held on Wednesday, June 2, 2010 for the purposes of (i) electing eight directors to serve on the board of directors of the Company for a one-year term; (ii) ratifying the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2010; and (iii) approving the 2010 Employee Stock Purchase Plan (the ESPP ) pursuant to which 2,100,000 shares of common stock of the Company will be available for issuance. There were present at the meeting, in person or represented by proxy, the holders of 38,823,564 shares of common stock, constituting a quorum. Stockholders passed all three proposals. The final vote on the proposals was recorded as follows:

**Proposal No. 1: Election of Directors**

Each of the nominees for directors listed in the proxy statement for the Annual Meeting was elected by the votes set forth in the table below:

| Director Nominees                 | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------------------------|------------|----------------|------------------|
| Edward O. Lanphier                | 18,173,029 | 822,648        | 19,827,887       |
| Paul B. Cleveland                 | 18,237,533 | 758,144        | 19,827,887       |
| Stephen G. Dilly, M.B.B.S., Ph.D. | 18,585,245 | 410,432        | 19,827,887       |
| William G. Gerber, M.D.           | 18,156,567 | 839,110        | 19,827,887       |
| John W. Larson                    | 17,028,531 | 1,967,146      | 19,827,887       |
| Steven J. Mento, Ph.D.            | 18,242,933 | 752,744        | 19,827,887       |
| William R. Ringo                  | 18,535,500 | 460,177        | 19,827,887       |
| Thomas G. Wiggans                 | 18,194,142 | 801,535        | 19,827,887       |

**Proposal No. 2: Ratification of Appointment of Ernst & Young LLP**

The appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2010 was ratified by the votes set forth in the table below:

|   | Votes For         | Votes Against    | Abstentions    | Broker Non-Votes |
|---|-------------------|------------------|----------------|------------------|
| <b>Ratification of Appointment of Ernst &amp; Young LLP</b> | <b>36,816,874</b> | <b>1,806,386</b> | <b>200,304</b> | <b>0</b>         |

**Proposal No. 3: Approval of ESPP**

The ESPP was approved by the votes set forth in the table below:

|                         | Votes For         | Votes Against  | Abstentions    | Broker Non-Votes  |
|-------------------------|-------------------|----------------|----------------|-------------------|
| <b>Approval of ESPP</b> | <b>18,139,681</b> | <b>753,577</b> | <b>102,419</b> | <b>19,827,887</b> |

**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: June 4, 2010

SANGAMO BIOSCIENCES, INC.

By: /s/ EDWARD O. LANPHIER II  
**Edward O. Lanphier II**  
**President, Chief Executive Officer**