

SANGAMO BIOSCIENCES INC  
Form 8-K  
April 11, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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): April 8, 2011**

**SANGAMO BIOSCIENCES, INC.**

**(Exact name of registrant specified in its charter)**

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

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

**68-0359556**  
**(I.R.S. Employer**  
  
**Identification No.)**

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

**94804**  
(Zip Code)

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

(Former name and 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 1.01. Entry into a Material Definitive Agreement.**

On April 8, 2011, Sangamo BioSciences, Inc. ( we or Sangamo ) entered into an underwriting agreement (the Underwriting Agreement ) with Barclays Capital Inc., as the sole book-running manager ( Barclays ), pursuant to which we agreed to issue and sell an aggregate of 6,700,000 shares of our common stock to Barclays (the Offering ). Under the terms of the Underwriting Agreement, we granted Barclays an option for 30 days to purchase up to an additional 1,005,000 shares of our common stock. The shares in the Offering were sold at a public offering price of \$7.70 per share, and were purchased by Barclays from us at a price of \$7.52 per share. We estimate that net proceeds we will receive from the Offering will be approximately \$50.2 million, after deducting the underwriter s discounts and commissions and estimated offering expenses payable by us, and assuming no exercise of the over-allotment option. The Offering is expected to close on or around April 13, 2011, subject to customary closing conditions.

The Offering was made pursuant to Sangamo s effective registration statement on Form S-3 (Registration No. 333-157732) and the prospectus dated June 16, 2009 included in such registration statement, as supplemented by a preliminary prospectus supplement dated April 7, 2011 and a prospectus supplement dated April 8, 2011.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference. A copy of the opinion of Morgan, Lewis & Bockius LLP relating to the validity of the shares issued in the Offering is attached as Exhibit 5.1.

On April 8, 2011, Sangamo issued a press release announcing the pricing of the Offering. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following documents are filed as exhibits to this report:

- 1.1 Underwriting Agreement, dated April 8, 2011, between Sangamo BioSciences, Inc., and Barclays Capital Inc.
- 5.1 Opinion of Morgan, Lewis & Bockius LLP
- 99.1 Press Release of Sangamo BioSciences, Inc., dated April 8, 2011

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SANGAMO BIOSCIENCES, INC.**

Date: April 8, 2011

By: /s/ Edward O. Lanphier  
Name: Edward O. Lanphier  
Title: Chief Executive Officer