

SANGAMO BIOSCIENCES INC

Form 4

February 18, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

20 PARK PLAZA, SUITE 1200,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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	02/05/2014		P		13,694	A	\$ 18.165
					3,696,696		
Common Stock	02/05/2014		P		17,640	A	\$ 18.21
					3,714,336		
Common Stock	02/05/2014		P		10,666	A	\$ 18.3623
					3,725,002		
Common Stock	02/06/2014		S		7,312	D	\$ 18.4194
					3,717,690		
Common Stock	02/07/2014		S		34,688	D	\$ 18.5203
					3,683,002		

Edgar Filing: SANGAMO BIOSCIENCES INC - Form 4

Common Stock	02/11/2014	P	42,000	A	\$ 19.6494	3,725,002	D <u>(1)</u>
Common Stock	02/12/2014	P	42,000	A	\$ 18.0386	3,767,002	D <u>(1)</u>
Common Stock	02/13/2014	S	15,409	D	\$ 18.4592	3,751,593	D <u>(1)</u>
Common Stock	02/14/2014	S	15,380	D	\$ 18.6064	3,736,213	D <u>(1)</u>
Common Stock	02/18/2014	S	11,172	D	\$ 18.1058	3,725,041	D <u>(1)</u>
Common Stock	02/19/2014	S	6,720	D	\$ 18.5149	3,718,321	D <u>(1)</u>
Common Stock	02/20/2014	S	39	D	\$ 18.39	3,718,282	D <u>(1)</u>
Common Stock	02/20/2014	S	35,280	D	\$ 18.4	3,683,002	D <u>(1)</u>
Common Stock	02/26/2014	P	32,194	A	\$ 19.1501	3,715,196	D <u>(1)</u>
Common Stock	02/26/2014	P	42,000	A	\$ 19.8982	3,757,196	D <u>(1)</u>
Common Stock	02/27/2014	S	14,953	D	\$ 19.26	3,742,243	D <u>(1)</u>
Common Stock	02/27/2014	S	17,243	D	\$ 19.4574	3,725,000	D <u>(1)</u>
Common Stock	02/28/2014	P	42,000	A	\$ 18.0987	3,767,000	D <u>(1)</u>
Common Stock	03/03/2014	S	67,200	D	\$ 18.21	3,699,800	D <u>(1)</u>
Common Stock	03/03/2014	S	16,800	D	\$ 18.2256	3,683,000	D <u>(1)</u>
Common Stock	03/06/2014	P	42,001 <u>(2)</u>	A	\$ 22.445	3,683,000	D <u>(1)</u>
Common Stock	03/06/2014	P	42,000 <u>(2)</u>	A	\$ 22.5603	3,683,000	D <u>(1)</u>
Common Stock	03/06/2014	S	31,531 <u>(3)</u>	D	\$ 23.1786	3,683,000	D <u>(1)</u>
Common Stock	03/06/2014	S	241,471 <u>(3)</u>	D	\$ 23.235	3,683,000	D <u>(1)</u>
Common Stock	03/06/2014	S	20,415 <u>(3)</u>	D	\$ 24.0014	3,683,000	D <u>(1)</u>

# Edgar Filing: SANGAMO BIOSCIENCES INC - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Call Option (right to buy)	\$ 20	01/29/2014		P	8,275	(4) 01/17/2016	Common Stock 827,500 (5)
Call Option (obligation to sell)	\$ 30	01/29/2014		S	8,275	(4) 01/17/2016	Common Stock 827,500 (5)
Call Option (right to buy)	\$ 25	01/29/2014		P	8,275	(4) 01/17/2016	Common Stock 827,500 (6)
Call Option (obligation to sell)	\$ 35	01/29/2014		S	8,275	(4) 01/17/2016	Common Stock 827,500 (6)

## Reporting Owners

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

20 PARK PLAZA, SUITE 1200  
BOSTON, MA 02116

## 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).

(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) The Fund delivered these shares to a stock lender to satisfy the Fund's obligation to return shares previously borrowed.

(3) The Fund borrowed shares for delivery against this sale.

(4) These options are exercisable at any time prior to their expiration.

These options reflect an "option spread" strategy pursuant to which the Fund simultaneously (1) purchased 8,275 call option contracts, (5) each representing a right to purchase 100 shares of the issuer's common stock at \$20.00 per share and (2) sold 8,275 call option contracts, each representing an obligation to sell 100 shares of the issuer's common stock at \$30.00 per share.

These options reflect an "option spread" strategy pursuant to which the Fund simultaneously (1) purchased 8,275 call option contracts, (6) each representing a right to purchase 100 shares of the issuer's common stock at \$25.00 per share and (2) sold 8,275 call option contracts, each representing an obligation to sell 100 shares of the issuer's common stock at \$35.00 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.