

SANGAMO THERAPEUTICS, INC

Form 8-K

April 26, 2018

**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 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)**

**501 Canal Blvd., Richmond, California 94804**

**68-0359556**  
**(IRS Employer**

**Identification No.)**

**(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.

In this report, Sangamo, we, us and our refer to Sangamo Therapeutics, Inc.

#### **Item 8.01 Other Events.**

On April 25, 2018, we entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Cowen and Company, LLC, as representatives of the several underwriters named therein (collectively, the Underwriters), relating to the issuance and sale of 12,310,000 shares of our common stock. The price to the public in this offering is \$16.25 per share, and the Underwriters have agreed to purchase the shares from us pursuant to the Underwriting Agreement at a price of \$15.275 per share. The net proceeds to Sangamo from this offering are expected to be approximately \$187.7 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by us. The offering is expected to close on or about April 30, 2018, subject to customary closing conditions. In addition, under the terms of the Underwriting Agreement, we have granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 1,846,500 shares of our common stock solely to cover overallotments. Sangamo anticipates using the net proceeds from the offering to support its own and its partnered gene therapy, genome editing, cell therapy and gene regulation product candidates and research programs, its manufacturing facilities and other business development activities, as well as for general corporate purposes, including working capital.

The Underwriting Agreement contains customary representations, warranties and agreements by us, customary conditions to closing, indemnification obligations of Sangamo and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by such parties.

The offering is being made pursuant to Sangamo's effective registration statement on Form S-3 (Registration Statement No. 333-224418) previously filed with the Securities and Exchange Commission and a prospectus supplement. The foregoing is only a brief description of the terms of the Underwriting Agreement, does not purport to be a complete statement of the rights and obligations of the parties under the Underwriting Agreement and the transactions contemplated thereby, and is qualified in its entirety by reference to the Underwriting Agreement that is filed as Exhibit 1.1 hereto. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the offering is attached as Exhibit 5.1 hereto.

#### *Forward-Looking Statements*

This report contains forward-looking statements, including, without limitation, statements relating to Sangamo's expectations regarding the completion, timing and size of the public offering, and its anticipated use of net proceeds from the offering. These forward-looking statements are based upon Sangamo's current expectations. Actual results could differ materially from these forward-looking statements as a result of certain factors, including, without limitation, risks and uncertainties related to completion of the public offering on the anticipated terms or at all, market conditions and the satisfaction of customary closing conditions related to the public offering. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Sangamo undertakes no duty to update such information except as required under applicable law.

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

*(d) Exhibits*

**Exhibit**

<b>Number</b>	<b>Description</b>
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.</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 25, 2018

SANGAMO THERAPEUTICS, INC.

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