

SANGAMO BIOSCIENCES INC  
 Form 3  
 February 18, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |  |   |   |  |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>RA CAPITAL MANAGEMENT, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O RA CAPITAL MANAGEMENT, LLC, 20 PARK PLAZA, SUITE 1200</p> <p>(Street)</p> <p>BOSTON, MA 02116</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/29/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SANGAMO BIOSCIENCES INC [SGMO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director    <input checked="" type="checkbox"/> 10% Owner<br/>         ____ Officer    ____ Other<br/>         (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>____ Form filed by One Reporting Person<br/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 3,683,002  | D <u>(1)</u> <u>(2)</u>   |  |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|                                  | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|----------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Call Option (right to buy)       | Â (3)            | 01/17/2016      | Common Stock        | 1,655,000 (4)              | \$ 25                        | D (1) (2)  | Â          |
| Call Option (obligation to sell) | Â (3)            | 01/17/2016      | Common Stock        | 1,655,000 (5)              | \$ 35                        | D (1) (2)  | Â          |
| Call Option (right to buy)       | Â (3)            | 01/17/2016      | Common Stock        | 1,655,000 (6)              | \$ 20                        | D (1) (2)  | Â          |
| Call Option (obligation to sell) | Â (3)            | 01/17/2016      | Common Stock        | 1,655,000 (7)              | \$ 30                        | D (1) (2)  | Â          |

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| /s/ Peter Kolchinsky, Manager of RA Capital Management, LLC  | 02/18/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Peter Kolchinsky, individually   | 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       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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)

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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 3 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.

- (2) This Form 3 is being filed to report the Fund's holdings as of January 29, 2014, the date on which the Fund became the beneficial owner of more than 10% of the issuer's outstanding common stock. This Form 3 reports all equity securities of the issuer beneficially owned by the Fund as of the time the Fund became subject to Section 16.
- (3) These options are exercisable at any time prior to their expiration.
- (4) These options are represented by 16,550 call option contracts, each representing a right to purchase 100 shares of the issuer's common stock at \$25.00 per share.
- (5) These options are represented by 16,550 call option contracts, each representing an obligation to sell 100 shares of the issuer's common stock at \$35.00 per share.
- (6) These options are represented by 16,550 call option contracts, each representing a right to purchase 100 shares of the issuer's common stock at \$20.00 per share.
- (7) These options are represented by 16,550 call option contracts, each representing an obligation to sell 100 shares of the issuer's common stock at \$30.00 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.