

SANGAMO BIOSCIENCES INC  
Form 8-K  
November 19, 2008

**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): November 19, 2008

**SANGAMO BIOSCIENCES, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

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

**68-0359556**  
(IRS Employer 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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

Effective as of November 19, 2008, the board of directors (the “Board”) of Sangamo BioSciences, Inc. (the “Company”), upon recommendation from the Nominating and Governance Committee of the Company, appointed Mr. Paul B. Cleveland to serve as a member of the Board until the Company’s 2009 annual meeting of stockholders. The board of directors of the Company also determined that Mr. Cleveland is “independent” according to applicable rules of NASDAQ and the Securities Act of 1933, as amended. The Board has appointed Mr. Cleveland as the chair of the Company’s audit committee.

On November 19, 2008, the Company issued a press release announcing the appointment of Mr. Cleveland to the Board. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits. The following document is filed as an exhibit to this Current Report on Form 8-K:

Exhibit No.

99.1 Press Release Issued November 19, 2008.

**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: November 19, 2008

SANGAMO BIOSCIENCES, INC.

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