

Edgar Filing: SANGAMO BIOSCIENCES INC - Form 8-K

SANGAMO BIOSCIENCES INC

Form 8-K

July 19, 2005

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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): July 19, 2005

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
Richmond, California

(Address of Principal Executive Offices)

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))
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On July 19, 2005, Sangamo BioSciences, Inc. issued a press release announcing its financial results for the quarter ended June 30, 2005. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

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

Exhibit No.

99.1 Press Release Issued July 19, 2005.

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: July 19, 2005

SANGAMO BIOSCIENCES, INC.

By: /s/ EDWARD O. LANPHIER II

Edward O. Lanphier II
President, Chief Executive Officer

Form: 17. 12. Deemed Transaction (Instr. 3, 4 and 5) Owned Direct Nature of Transaction Execution Code
Following (D) or Indirect 1. Date Date, if (Instr. 8) (A) Reported Indirect
Beneficial Title of Security (Month/Day/ any (Month/ Amount or Price Transactions (I) Ownership
(Instr. 3) Year) Day/Year) Code V (D) (Instr. 3 & 4)(Instr.4)(Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 4(b)(v). FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Number Owner- Con- of ship lver- 3A. Deriv- of l sion l De- 15.
17. lative lDeriv-11. l lor l lemedl Number of l Title and Amount l Secur- lative l Nature l Exer- l Exe- l Derivative l6.
of Underlying l8. lities lSecur-lof l l cise l lcu- l4. l Securities lDate l Securities lPrice lBene- lity: lIn- l lPrice l3.
tionlTrans-lAcquired (A)lExercisable and l(Instr. 3 and 4) lof l ficially lDirectldirectl lof lTrans- lDatelactionlor
Disposed lExpiration Date l-----lDeriv- lOwned l(D) orlBene- l 1. lDer- laction lif lCode lof l(D)
l(Month/Day/Year) l lAmount lative lFollowinglIn- l ficiall Title of liva- lDate lany,l(Instrl(Instr. 3, l-----l lor
lSecur- lReported ldirectlOwner- l Derivative l tive l(Month/ l(MM/8) l4 and 5) lDate lExpira- l lNumber lity lTrans- l(I)
lship l Security lSecu- lDay/ lDD/ l-----l-----lExer- l tion l lof l(Instr. laction(s)l(Instrl(Instrl (Instr. 3) l rity lYear)
lYY) lCode lV l (A) l (D) l cisable lDate lTitle lShares l5) l(Instr.4)l4) l4) l

Restricted Stock Units (1) 12/13/02 A 18,527 (1) (1) Common Stock 18,527 18,527 D

|-----|
Nonqualified ||||| Stock options ||||| (right to buy) |\$78.87|12/13/02| | A | 55,581 | (2)
|11/30/12| Common Stock| 55,581 | 55,581 | D |

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Explanation of Responses: (1): These Restricted Stock Units vested 25% immediately upon grant, with the remaining 75% vesting on November 25, 2005, and the shares of Common Stock underlying these Restricted Stock Units will generally be deliverable, without the payment of any consideration, in January 2006. (2): These Stock Options vested 25% immediately upon grant, with the remaining 75% vesting on November 25, 2005. These Stock Options become exercisable in January 2006 and expire on November 30, 2012. By: /s/ Roger S. Begelman December 17, 2002

----- **Signature of Reporting Person Date Attorney-in-fact **

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedures. Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.