

SANGAMO BIOSCIENCES INC

Form 8-K

December 28, 2006

**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): December 22, 2006

SANGAMO BIOSCIENCES, INC.

(Exact name of registrant specified in its charter)

Delaware

000-30171

68-0359556

(State or other jurisdiction of
incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

501 Canal Blvd, Suite A100, Richmond, California

94804

(Address of principal executive offices)

(Zip Code)

Registrant's telephone, including area code: (510) 970-6000

(Former name and 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 1.02 Termination of a Material Definitive Agreement

As previously disclosed in a Form 8-K filed by Sangamo BioSciences, Inc. (Sangamo) on December 4, 2006 (the December 4, 2006 Form 8-K), Sangamo entered into an Asset Purchase Agreement with Edwards Lifesciences LLC, a Delaware limited liability company (Edwards), dated as of December 1, 2006, to acquire all of the assets in Edwards angiogenesis program, including regulatory filings, clinical data, and GMP product (the Transaction). The Transaction closed on December 22, 2006 (the Closing Date).

In connection with the Transaction, Sangamo and Edwards entered into a termination agreement, pursuant to which on the Closing Date, the License Agreement, dated as of January 11, 2000, between Sangamo and Baxter Healthcare Corporation, Edwards predecessor in interest (Baxter), including all amendments thereto, the Research Funding Agreement, dated as of January 11, 2000, between Sangamo and Baxter, including all amendments thereto, and all rights and obligations under such agreements were terminated.

Item 2.01 Completion of Acquisition or Disposition of Assets

The disclosures set forth in Item 1.02 above and in Item 1.01 of the December 4, 2006 Form 8-K are incorporated herein by reference. Sangamo completed the Transaction on December 22, 2006.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following document is filed as exhibit to this report:

2.1 Asset Purchase Agreement, dated December 1, 2006, between Sangamo BioSciences, Inc. and Edwards Lifesciences LLC*

*Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Sangamo BioSciences, Inc. hereby undertakes to furnish supplementally copies of any of the omitted schedules and exhibits upon request by the SEC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SANGAMO BIOSCIENCES, INC.

Date: December 28, 2006

By: /s/ Edward O. Lanphier

Name: Edward O. Lanphier

Title: Chief Executive Officer