

Intellia Therapeutics, Inc.  
Form 4  
May 11, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person \*  
FORMELA JEAN FRANCOIS

(Last) (First) (Middle)

C/O INTELLIA THERAPEUTICS, INC., 130 BROOKLINE STREET, SUITE 201

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Intellia Therapeutics, Inc. [NTLA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |   |                  |
| Common Stock                    | 05/11/2016                           |                                                    | C                              |                                                                   | 611,827                                                                                       | A                                                        | Ⓣ 611,827                                             | I | See Footnote (2) |
| Common Stock                    | 05/11/2016                           |                                                    | C                              |                                                                   | 2,463,201                                                                                     | A                                                        | Ⓣ 3,075,028                                           | I | See Footnote (2) |
| Common Stock                    | 05/11/2016                           |                                                    | C                              |                                                                   | 862,120                                                                                       | A                                                        | Ⓣ 3,937,148                                           | I | See Footnote (2) |
| Common                          | 05/11/2016                           |                                                    | C                              |                                                                   | 492,640                                                                                       | A                                                        | Ⓣ 4,429,788                                           | I | See              |

Stock

Footnote  
(2)

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |           | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | V                                                                                       | (D)       |                                                          | Title                                                         | Amount or Number of Shares |
| Founder Stock                              | <u>(1)</u>                                             | 05/11/2016                           |                                                    | C                              |                                                                                         | 946,237   | <u>(1)</u>                                               | <u>(1)</u>                                                    | Common Stock 611,827       |
| Series A-1 Preferred Stock                 | <u>(1)</u>                                             | 05/11/2016                           |                                                    | C                              |                                                                                         | 3,809,524 | <u>(1)</u>                                               | <u>(1)</u>                                                    | Common Stock 2,463,20      |
| Series A-2 Preferred Stock                 | <u>(1)</u>                                             | 05/11/2016                           |                                                    | C                              |                                                                                         | 1,333,333 | <u>(1)</u>                                               | <u>(1)</u>                                                    | Common Stock 862,120       |
| Series B Preferred Stock                   | <u>(1)</u>                                             | 05/11/2016                           |                                                    | C                              |                                                                                         | 761,905   | <u>(1)</u>                                               | <u>(1)</u>                                                    | Common Stock 492,640       |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

FORMELA JEAN FRANCOIS  
C/O INTELLIA THERAPEUTICS, INC.  
130 BROOKLINE STREET, SUITE 201  
CAMBRIDGE, MA 02139

X

## Signatures

/s/ Jean-Francois

Formela

05/11/2016

\_\_Signature of Reporting  
Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) Each share of Founder Stock, Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock was automatically converted into 0.6465903 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration and had no expiration date.

(2) Represents shares held by Atlas Venture Fund IX, L.P. ("Atlas Venture Fund IX"). The general partner of Atlas Venture Fund IX is Atlas Venture Associates IX, L.P. ("AVA IX LP"). Atlas Venture Associates IX, LLC ("AVA IX LLC") is the general partner of AVA IX LP. Dr. Formela is a member of AVA IX LLC and disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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