

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Temasek Holdings (Private) Ltd</u> <hr/> (Last) (First) (Middle) 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD <hr/> (Street) SINGAPORE U0 238891 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Intellia Therapeutics, Inc. [ NTLA ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 05/11/2016 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**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		490,527 <sup>(1)</sup>	A	(1)	490,527	I	Held by TLS Beta Pte. Ltd. <sup>(2)</sup>
Common Stock	05/11/2016		P		300,000	A	\$18	790,527 <sup>(3)</sup>	I	See footnote <sup>(3)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series B Preferred Stock	(1)	05/11/2016		C			490,527	(1)	(4)	Common Stock	490,527	\$0.00	0	I	Held by TLS Beta Pte. Ltd. <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>Temasek Holdings (Private) Ltd</u> <hr/> (Last) (First) (Middle) 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD <hr/> (Street) SINGAPORE U0 238891 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person\*

[Fullerton Management Pte Ltd](#)

(Last) (First) (Middle)  
60B ORCHARD ROAD #06-18 TOWER 2  
THE ATRIUM@ORCHARD

(Street)  
SINGAPORE U0 238891

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Temasek Life Sciences Private Ltd](#)

(Last) (First) (Middle)  
60B ORCHARD ROAD #06-18 TOWER 2  
THE ATRIUM@ORCHARD

(Street)  
SINGAPORE U0 238891

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TLS Beta Pte. Ltd.](#)

(Last) (First) (Middle)  
60B ORCHARD ROAD #06-18 TOWER 2  
THE ATRIUM@ORCHARD

(Street)  
SINGAPORE U0

(City) (State) (Zip)

**Explanation of Responses:**

1. In connection with the closing of the Issuer's initial public offering of Common Stock on May 11, 2016, each share of Series B Preferred Stock automatically converted into 0.6465903 of a share of Common Stock without payment or further consideration.
2. TLS Beta Pte. Ltd. is a wholly-owned subsidiary of Temasek Life Sciences Private Limited, which in turn is a wholly-owned subsidiary of Fullerton Management Pte Ltd, which in turn is a wholly-owned subsidiary of Temasek Holdings (Private) Limited. Accordingly, each of Temasek Life Sciences Private Limited, Fullerton Management Pte Ltd and Temasek Holdings (Private) Limited, through the ownership described herein, may be deemed to beneficially own the shares of Common Stock owned by TLS Beta Pte. Ltd.
3. Includes 490,527 shares held by TLS Beta Pte. Ltd. and 300,000 shares held by Evans Investments Pte. Ltd. Evans Investments Pte. Ltd. is a wholly-owned subsidiary of Temasek Capital (Private) Limited, which in turn is a wholly-owned subsidiary of Temasek Holdings (Private) Limited. Accordingly, Temasek Holdings (Private) Limited, through the ownership described herein, may be deemed to beneficially own the shares of Common Stock owned by TLS Beta Pte. Ltd. and Evans Investments Pte. Ltd.
4. None.

**Remarks:**

[TEMASEK HOLDINGS  
\(PRIVATE\) LIMITED. By: /s/  
Christina Choo in her capacity 05/13/2016  
as Authorised Signatory of  
Temasek Holdings \(Private\)  
Limited](#)  
[FULLERTON  
MANAGEMENT PTE LTD.  
By: /s/ Cheong Kok Tim in his 05/13/2016  
capacity as Director of  
Fullerton Management Pte Ltd](#)  
[TEMASEK LIFE SCIENCES  
PRIVATE LIMITED. By: /s/  
Lim Siew Lee Sherlyn in her 05/13/2016  
capacity as Director of  
Temasek Life Sciences Private  
Limited](#)

TLS BETA PTE. LTD., By: /s/  
Christina Choo in her capacity  
as Director of TLS Beta Pte.  
Ltd. 05/13/2016

\*\* Signature of Reporting Person      Date

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).

\*\* 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 is insufficient, see Instruction 6 for procedure.

**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 Number.**