

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Rivera Jose E</u> (Last) (First) (Middle) C/O INTELLIA THERAPEUTICS, INC. 40 ERIE STREET; SUITE 130 (Street) CAMBRIDGE MA 02139 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Intellia Therapeutics, Inc. [NTLA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X EVP, General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/01/2021		M		66,000	A	\$6.83	120,068	D	
Common Stock	02/01/2021		s ⁽¹⁾		10,476	D	\$63.31 ⁽²⁾	109,592	D	
Common Stock	02/01/2021		s ⁽¹⁾		15,594	D	\$64.11 ⁽³⁾	93,998	D	
Common Stock	02/01/2021		s ⁽¹⁾		5,312	D	\$65.01 ⁽⁴⁾	88,686	D	
Common Stock	02/01/2021		M		33,000	A	\$13.88	121,686	D	
Common Stock	02/01/2021		s ⁽¹⁾		6,617	D	\$63.34 ⁽⁵⁾	115,069	D	
Common Stock	02/01/2021		s ⁽¹⁾		8,366	D	\$64.16 ⁽⁶⁾	106,703	D	
Common Stock	02/01/2021		s ⁽¹⁾		2,827	D	\$65.05 ⁽⁷⁾	103,876	D	
Common Stock	02/01/2021		M		10,000	A	\$14.58	113,876	D	
Common Stock	02/01/2021		s ⁽¹⁾		2,326	D	\$63.44 ⁽⁸⁾	111,550	D	
Common Stock	02/01/2021		s ⁽¹⁾		2,386	D	\$64.18 ⁽⁹⁾	109,164	D	
Common Stock	02/01/2021		s ⁽¹⁾		755	D	\$65.07 ⁽¹⁰⁾	108,409	D	
Common Stock								262,210	I	See Footnote ⁽¹¹⁾

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		Date Exercisable	Expiration Date						
Stock Option (right to buy)	\$6.83	02/01/2021		M		66,000	(12)	02/02/2026	Common Stock	66,000	\$0.00	39,117	D	
Stock Option (right to buy)	\$13.88	02/01/2021		M		33,000	(13)	01/05/2027	Common Stock	33,000	\$0.00	72,000	D	
Stock Option (right to buy)	\$14.58	02/01/2021		M		10,000	(14)	12/17/2028	Common Stock	10,000	\$0.00	61,000	D	

Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.69 to \$63.685, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.69 to \$64.65, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.72 to \$65.40, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.74 to \$63.71, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.75 to \$64.72, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.76 to \$65.56, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.81 to \$63.71, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.83 to \$64.795, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.94 to \$65.34, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
11. Shares are held by Rivak Capital LLC ("Rivak"). Mr. Rivera is a member and the general manager of Rivak and has voting and dispositive power over these shares.
12. The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and vested in full on February 3, 2020.
13. The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and vested in full on January 6, 2021.
14. The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and had vested as to 36,979 shares as of February 1, 2021.

Remarks:

/s/Jose Rivera

02/03/2021

** 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.

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