

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

|   |           |
|---|-----------|
| <b>OMB APPROVAL</b>                             |           |
| OMB Number:                                     | 3235-0287 |
| Estimated average burden<br>hours per response: | 0.5       |

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*<br><u>Caribou Therapeutics Holdco, LLC</u><br><br>(Last) (First) (Middle)<br>2929 7TH STREET, SUITE 105<br><br>(Street)<br>BERKELEY CA 94710<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Intellia Therapeutics, Inc. [ NTLA ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/11/2016                             |  |
| 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                    | 05/11/2016                           |  | C                              |   | 174,806   | A          | (1)   | 349,612   | D <sup>(2)</sup>   |   |
| Common Stock                    | 05/11/2016                           |  | C                              |   | 5,244,234   | A          | (3)   | 5,593,846   | D <sup>(2)</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   | Amount or Number of Shares |  |  |   |  |
| Founder Stock                              | (1)  | 05/11/2016                           |  | C                              |   | 270,352  |     | (1)  | (4)             | Common Stock  | 174,806                    | \$0.00                                     | 0  | D <sup>(2)</sup>  |  |
| Junior Preferred Stock                     | (3)  | 05/11/2016                           |  | C                              |   | 8,110,599  |     | (3)  | (4)             | Common Stock  | 5,244,234                  | \$0.00                                     | 0  | D <sup>(2)</sup>  |  |

1. Name and Address of Reporting Person\*  
Caribou Therapeutics Holdco, LLC  
 (Last) (First) (Middle)  
 2929 7TH STREET, SUITE 105  
 (Street)  
 BERKELEY CA 94710  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Caribou Biosciences, Inc.  
 (Last) (First) (Middle)  
 2929 7TH STREET, SUITE 105  
 (Street)  
 BERKELEY CA 94710  
 (City) (State) (Zip)

**Explanation of Responses:**

1. Each share of Founder Stock was automatically converted into 0.6465903 of a share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration.
2. Caribou Therapeutics Holdco, LLC ("Caribou Holdco") is a wholly-owned subsidiary of Caribou Biosciences, Inc. ("Caribou"). Caribou may be deemed to share voting and dispositive power with respect to the shares held by Caribou Holdco. Caribou disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, if any.
3. Each share of Junior Preferred Stock was automatically converted into 0.6465903 of a share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration.
4. Not applicable.

**Remarks:**

CARIBOU THERAPEUTICS  
HOLDCO, LLC, By: /s/ Nicole 05/11/2016  
Heifner, attorney-in-fact  
CARIBOU BIOSCIENCES,  
INC., By: /s/ Nicole Heifner, 05/11/2016  
attorney-in-fact

\*\* 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.**