

| OMB APPROVAL | |
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Heifner Nicole</u> <hr/> (Last) (First) (Middle) C/O INTELLIA THERAPEUTICS, INC. 130 BROOKLINE STREET, SUITE 201 <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/05/2016 | 3. Issuer Name and Ticker or Trading Symbol <u>Intellia Therapeutics, Inc. [NTLA]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Principal Accounting Officer</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 64,705 ⁽¹⁾ | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Stock Option (right to buy) | (2) | 02/01/2026 | Common Stock | 14,705 | 6.83 | D |
| Stock Option (right to buy) | (3) | 02/02/2026 | Common Stock | 95,519 | 6.83 | D |

Explanation of Responses:

- Restricted stock owned by Nicole Heifner and issued pursuant to an equity award agreement between the Issuer and Ms. Heifner. 25% of the shares will vest on June 8, 2016, and the remainder are vesting in substantially equal monthly installments at the end of each month thereafter, through June 30, 2019.
- This option was granted on February 2, 2016 with respect to 14,705 shares of Common Stock, with 25% vesting on February 2, 2017 and the remaining 75% vesting in 36 substantially equal monthly installments thereafter.
- This option was granted on February 3, 2016 with respect to 95,519 shares of Common Stock, with 25% vesting on February 3, 2017 and the remaining 75% vesting in 36 substantially equal monthly installments thereafter.

Remarks:

/s/ Nicole Heifner 05/05/2016

** 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 5 (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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