

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Atlas Venture Fund IX, L.P.</u> (Last) (First) (Middle) <u>25 FIRST STREET, SUITE 303</u> (Street) <u>CAMBRIDGE MA 02141</u> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 ⁽¹⁾	07/07/2017		S		30,000	D	\$16.7664 ⁽²⁾	3,699,788	D ⁽⁵⁾	
Common Stock ⁽¹⁾	07/10/2017		S		40,000	D	\$16.1722 ⁽³⁾	3,659,788	D ⁽⁵⁾	
Common Stock ⁽¹⁾	07/11/2017		S		80,000	D	\$16.0695 ⁽⁴⁾	3,579,788	D ⁽⁵⁾	

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					

1. Name and Address of Reporting Person*
Atlas Venture Fund IX, L.P.
 (Last) (First) (Middle)
25 FIRST STREET, SUITE 303
 (Street)
CAMBRIDGE MA 02141
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Atlas Venture Associates IX, L.P.
 (Last) (First) (Middle)
25 FIRST STREET, SUITE 303
 (Street)
CAMBRIDGE MA 02141
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Atlas Venture Associates IX, LLC
 (Last) (First) (Middle)
25 FIRST STREET, SUITE 303

(Street)		
CAMBRIDGE	MA	02141
(City) (State) (Zip)		

Explanation of Responses:

1. Represents shares sold by Atlas Venture Fund IX, L.P. ("Atlas IX"). Atlas Venture Associates IX, L.P. ("AVA IX LP") is the general partner of Atlas IX. Atlas Venture Associates IX, LLC ("AVA IX LLC") is the general partner of AVA IX LP. Each of AVA IX LP and AVA IX LLC disclaim Section 16 beneficial ownership of the securities held by Atlas IX, except to the extent of their pecuniary interest therein, if any.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.50 - \$17.25, inclusive. The reporting persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) of this Form 4.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 - \$16.70, inclusive. The reporting persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) of this Form 4.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 - \$16.325, inclusive. The reporting persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (4) of this Form 4.
5. Represents shares held directly by Atlas IX. The general partner of Atlas IX is AVA IX LP. AVA IX LLC is the general partner of AVA IX LP. Each of AVA IX LP and AVA IX LLC disclaims Section 16 beneficial ownership of the securities held by Atlas IX, except to the extent of its pecuniary interest therein, if any.

[Atlas Venture Fund IX, L.P.,
By: Atlas Venture Associates
IX, LP, its general partner, By:
Atlas Venture Associates IX,
LLC, its general partner, By:
/s/ Frank Castellucci, General
Counsel](#) [07/11/2017](#)
[Atlas Venture Associates IX,
LP, By: Atlas Venture
Associates IX, LLC, its general
partner, By: /s/ Frank
Castellucci, General Counsel](#)
[Atlas Venture Associates IX,
LLC, By: /s/ Frank Castellucci,
General Counsel](#) [07/11/2017](#)

** 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.