

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>Foresite Capital Management III, LLC</u> <hr/> (Last) (First) (Middle) 101 CALIFORNIA STREET; SUITE 4100 <hr/> (Street) SAN FRANCISCO CA 94111 <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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 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)
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**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					
Series B Preferred Stock	(I)	(I)	Common Stock	613,688	(I)	I	See Footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>Foresite Capital Management III, LLC</u> <hr/> (Last) (First) (Middle) 101 CALIFORNIA STREET; SUITE 4100 <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Foresite Capital Fund III, L.P.</u> <hr/> (Last) (First) (Middle) 101 CALIFORNIA STREET; SUITE 4100 <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person*		
<u>Tananbaum James B.</u>		
(Last)	(First)	(Middle)
101 CALIFORNIA STREET; SUITE 4100		
(Street)		
SAN FRANCISCO CA		94111
(City) (State) (Zip)		

**Explanation of Responses:**

- Each share of Series B Preferred Stock is convertible into 0.6465903 of a share of Common Stock at any time at the election of the Reporting Person and will automatically convert upon the closing of the Issuer's initial public offering into the number of shares of the Issuer's Common Stock shown in column 3 without payment or further consideration. The shares have no expiration date.
- Shares are owned directly by Foresite Capital Fund III, L.P. ("FCF III"). Foresite Capital Management III, LLC ("FCM III"), the general partner of FCF III, may be deemed to have the sole voting and dispositive power over these shares. James Tananbaum ("Mr. Tananbaum"), in his capacity as managing member of FCM III, may be deemed to have the sole voting and dispositive power over these shares. Each Reporting Person disclaims the existence of a "group." Each of FCM III and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM III and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other purpose.

**Remarks:**

FORESITE CAPITAL  
MANAGEMENT III, LLC, By: 05/05/2016  
/s/ Dennis D. Ryan, Chief  
Financial Officer  
FORESITE CAPITAL FUND  
III, L.P., By: Foresite Capital  
Management III, LLC, Its  
General Partner, By: /s/ Dennis 05/05/2016  
D. Ryan, Chief Financial  
Officer  
/s/ James B. Tananbaum 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.

**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.**

Pursuant to General Instruction number 5(b)(v) to Form 3, the following additional reporting persons are covered by this joint filing:

Name: Foresite Capital Fund III, L.P.  
James B. Tananbaum

Address: Foresite Capital  
101 California Street  
Suite 4100  
San Francisco, CA 94111

Designated Filer: Foresite Capital Management III, LLC

Issuer and Ticker Symbol: Intellia Therapeutics, Inc. (NTLA)

Date of Event Requiring Statement: May 5, 2016

Each of the following is a Joint Filer with Foresite Capital Management III, LLC ("FCM III") and may be deemed to share indirect beneficial ownership in the securities set forth on the attached Form 3:

FCM III is the general partner of Foresite Capital Fund III, L.P. ("FCF III"). As such, FCM III possesses sole voting and investment control over the shares owned by FCF III, and may be deemed to have indirect beneficial ownership of the securities held by FCF III, however, owns no shares of the Issuer directly. Mr. Tananbaum is the managing member of FCM III and in his capacity as such, may be deemed to exercise shared voting, investment and dispositive power over the shares held by FCF III. Each Reporting Person disclaims beneficial ownership of the shares held by FCF III except to the extent of his or its proportionate pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, any of the Reporting Persons are the beneficial owners of all of the equity securities covered by this statement.

Each of the Reporting Persons listed above hereby designates FCM III as its designated filer of Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder.

FORESITE CAPITAL MANAGEMENT III, LLC

By: /s/ Dennis D. Ryan  
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Dennis D. Ryan  
Chief Financial Officer

FORESITE CAPITAL FUND III, L.P

By: Foresite Capital Management III, LLC  
Its General Partner

By: /s/ Dennis D. Ryan  
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Dennis D. Ryan  
Chief Financial Officer

/s/ James B. Tananbaum  
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James B. Tananbaum