

OMB APPROVAL	
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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* <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>05/11/2016</u>	
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		611,827	A	(1)	611,827	D ⁽²⁾	
Common Stock	05/11/2016		C		2,463,201	A	(1)	3,075,028	D ⁽²⁾	
Common Stock	05/11/2016		C		862,120	A	(1)	3,937,148	D ⁽²⁾	
Common Stock	05/11/2016		C		492,640	A	(1)	4,429,788	D ⁽²⁾	

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
Founder Stock	(1)	05/11/2016		C			946,237	(1)	(1)	Common Stock	611,827	\$0.00	0	D ⁽²⁾	
Series A-1 Preferred Stock	(1)	05/11/2016		C			3,809,524	(1)	(1)	Common Stock	2,463,201	\$0.00	0	D ⁽²⁾	
Series A-2 Preferred Stock	(1)	05/11/2016		C			1,333,333	(1)	(1)	Common Stock	862,120	\$0.00	0	D ⁽²⁾	
Series B Preferred Stock	(1)	05/11/2016		C			761,905	(1)	(1)	Common Stock	492,640	\$0.00	0	D ⁽²⁾	

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)		
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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:

- Each share of Founder Stock, Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock was automatically converted into 0.6465903 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration and had no expiration date.
- The shares are held directly by Atlas Venture Fund IX, L.P. ("Atlas Venture Fund IX"). The general partner of Atlas Venture Fund IX is Atlas Venture Associates IX, L.P. ("AVA IX LP"). 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 disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Fund IX, except to the extent of its pecuniary interest therein, if any.

Remarks:

[Atlas Venture Fund IX, L.P.](#)
 By: [Atlas Venture Associates IX, L.P.](#), its general partner. By: [Atlas Venture Associates IX, LLC](#), its general partner. By: [Frank Castellucci, General Counsel /s/ Frank Castellucci](#) 05/11/2016
[Atlas Venture Associates IX, L.P.](#) By: [Atlas Venture Associates IX, LLC](#), its general partner. By: [Frank Castellucci, General Counsel /s/ Frank Castellucci](#) 05/11/2016
[Atlas Venture Associates IX, LLC](#). By: [Frank Castellucci, General Counsel /s/ Frank Castellucci](#) 05/11/2016

** 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 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.