

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>FORMELA JEAN FRANCOIS</u>  (Last) (First) (Middle) <u>C/O INTELLIA THERAPEUTICS, INC.</u> <u>130 BROOKLINE STREET, SUITE 201</u>  (Street) <u>CAMBRIDGE MA 02139</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) <input checked="" type="checkbox"/> Director 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	I	See Footnote <sup>(2)</sup>
Common Stock	05/11/2016		C		2,463,201	A	(1)	3,075,028	I	See Footnote <sup>(2)</sup>
Common Stock	05/11/2016		C		862,120	A	(1)	3,937,148	I	See Footnote <sup>(2)</sup>
Common Stock	05/11/2016		C		492,640	A	(1)	4,429,788	I	See Footnote <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			946,237	(1)	(1)	Common Stock	611,827	\$0.00	0	I	See Footnote <sup>(2)</sup>
Series A-1 Preferred Stock	(1)	05/11/2016		C			3,809,524	(1)	(1)	Common Stock	2,463,201	\$0.00	0	I	See Footnote <sup>(2)</sup>
Series A-2 Preferred Stock	(1)	05/11/2016		C			1,333,333	(1)	(1)	Common Stock	862,120	\$0.00	0	I	See Footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	05/11/2016		C			761,905	(1)	(1)	Common Stock	492,640	\$0.00	0	I	See Footnote <sup>(2)</sup>

**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.
- Represents shares held 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. Dr. Formela is a member of AVA IX LLC and disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

**Remarks:**

/s/ Jean-Francois Formela 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.

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