

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

**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

1. Name and Address of Reporting Person* <u>Lebwohl David</u>  (Last) (First) (Middle) C/O INTELLIA THERAPEUTICS, INC. 40 ERIE STREET; SUITE 130  (Street) CAMBRIDGE MA 02139  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2021</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			

**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
Stock Option (right to buy)	\$57.71	03/03/2021		A		76,500		(1)	03/02/2031	Common Stock	76,500	\$0.00	76,500	D	
Restricted Stock Unit	(2)	03/03/2021 <sup>(2)</sup>		A		12,750		(2)	(2)	Common Stock	12,750	\$0.00	12,750	D	

**Explanation of Responses:**

1. This option was granted on March 3, 2021 with respect to 76,500 shares of Common Stock, with 25% vesting on January 1, 2022 and the remaining 75% vesting in 36 substantially equal monthly installments thereafter.

2. On March 3, 2021, the reporting person was granted 12,750 Restricted Stock Units ("RSUs") pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan. Each RSU represents a contingent right to receive one share of the Company's common stock upon vesting, with 25% of the RSU vesting on January 1, 2022 and the remaining awards vesting as to 25% in substantially equal annual installments.

**Remarks:**

/s/Jose Rivera, Attorney-In-Fact

03/05/2021

\*\* 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.