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| 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>Haurwitz Rachel E.</u> (Last) (First) (Middle) C/O INTELLIA THERAPEUTICS, INC. 130 BROOKLINE STREET, SUITE 201 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/11/2016 | |
| 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 | | 174,806 | A | (1) | 349,612 | I | See Footnote ⁽²⁾ |
| Common Stock | 05/11/2016 | | C | | 5,244,234 | A | (3) | 5,593,846 | I | See Footnote ⁽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 | | | 270,352 | (1) | (4) | Common Stock | 174,806 | \$0.00 | 0 | I | See Footnote ⁽²⁾ |
| Junior Preferred Stock | (3) | 05/11/2016 | | C | | | 8,110,599 | (3) | (4) | Common Stock | 5,244,234 | \$0.00 | 0 | I | See Footnote ⁽²⁾ |

Explanation of Responses:

- Each share of Founder Stock was automatically converted into 0.6465903 of a share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration.
- Represents shares held by Caribou Therapeutics Holdco, LLC ("Caribou Holdco"). Caribou Holdco is a wholly-owned subsidiary of Caribou Biosciences, Inc. ("Caribou"). Rachel Haurwitz is a greater than 5% stockholder of Caribou, and the President, Chief Executive Officer and a director of Caribou. Dr. Haurwitz may be deemed to share voting and dispositive power with respect to the shares held by Caribou Holdco. Dr. Haurwitz disclaims beneficial ownership of such shares, except to the extent of her pecuniary interest therein, if any.
- Each share of Junior Preferred Stock was automatically converted into 0.6465903 of a share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration.
- Not applicable.

Remarks:

/s/ Nicole Heifner, attorney-in-fact 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.