

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>LEONARD JOHN M</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2021	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2021		M		100,000	A	\$6.83	575,488	D	
Common Stock	02/01/2021		S ⁽¹⁾		16,750	D	\$63.32 ⁽²⁾	558,738	D	
Common Stock	02/01/2021		S ⁽¹⁾		26,058	D	\$64.13 ⁽³⁾	532,680	D	
Common Stock	02/01/2021		S ⁽¹⁾		8,827	D	\$65 ⁽⁴⁾	523,853	D	
Common Stock	02/01/2021		M		10,000	A	\$13.88	533,853	D	
Common Stock	02/01/2021		S ⁽¹⁾		1,709	D	\$63.24 ⁽⁵⁾	532,144	D	
Common Stock	02/01/2021		S ⁽¹⁾		3,497	D	\$64.16 ⁽⁶⁾	528,647	D	
Common Stock	02/01/2021		S ⁽¹⁾		693	D	\$65.02 ⁽⁷⁾	527,954	D	
Common Stock	02/01/2021		M		30,000	A	\$18.3	557,954	D	
Common Stock	02/01/2021		S ⁽¹⁾		6,448	D	\$63.29 ⁽⁸⁾	551,506	D	
Common Stock	02/01/2021		S ⁽¹⁾		9,432	D	\$64.09 ⁽³⁾	542,074	D	
Common Stock	02/01/2021		S ⁽¹⁾		3,260	D	\$65.03 ⁽⁹⁾	538,814	D	
Common Stock	02/01/2021		M		60,000	A	\$22.78	598,814	D	
Common Stock	02/01/2021		S ⁽¹⁾		11,100	D	\$63.3 ⁽¹⁰⁾	587,714	D	
Common Stock	02/01/2021		S ⁽¹⁾		16,640	D	\$64.1 ⁽¹¹⁾	571,074	D	
Common Stock	02/01/2021		S ⁽¹⁾		5,475	D	\$65.04 ⁽¹²⁾	565,599	D	
Common Stock	02/03/2021		M		50,000	A	\$22.78	615,599	D	
Common Stock	02/03/2021		S ⁽¹⁾		30,998	D	\$72	584,601	D	
Common Stock	02/03/2021		M		67,060	A	\$13.88	651,661	D	
Common Stock	02/03/2021		S ⁽¹⁾		36,858	D	\$73	614,803	D	
Common Stock								58,415	I	By Trust ⁽¹³⁾

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)	\$6.83	02/01/2021		M			100,000	(14)	02/02/2026	Common Stock	100,000	\$0.00	125,234	D	
Stock Option (right to buy)	\$13.88	02/01/2021		M			10,000	(15)	01/05/2027	Common Stock	10,000	\$0.00	85,000	D	

**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				
Stock Option (right to buy)	\$18.295	02/01/2021		M			30,000	(16)	12/11/2027	Common Stock	30,000	\$0.00	27,500	D	
Stock Option (right to buy)	\$22.78	02/01/2021		M			60,000	(17)	01/24/2028	Common Stock	60,000	\$0.00	160,000	D	
Stock Option (right to buy)	\$22.78	02/03/2021		M			50,000	(18)	01/24/2028	Common Stock	50,000	\$0.00	110,000	D	
Stock Option (right to buy)	\$13.88	02/03/2021		M			67,060	(19)	01/05/2027	Common Stock	67,060	\$0.00	17,940	D	

Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.69 to \$63.685, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.69 to \$64.65, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.70 to \$65.48, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.74 to \$63.545, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.75 to \$64.65, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.865 to \$65.09, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.68 to \$63.67, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.70 to \$65.37, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.69 to \$63.68, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.69 to \$64.66, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.76 to \$65.40, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on February 1, 2021 at each separate price.
- Shares held by the John M. Leonard 2015 Irrevocable Trust.
- The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and has vested in full on February 3, 2020.
- The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and vested in full on January 6, 2021.
- The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and had vested as to 55,885 shares as of February 1, 2021.
- The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and had vested as to 165,000 shares as of February 1, 2021.
- The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and had vested as to 165,000 shares as of February 1, 2021.
- The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and had vested as to 95,000 shares as of February 1, 2021.

Remarks:

/s/Jose Rivera Attorney-In-Fact 02/03/2021

** 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.

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