

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>ORBIMED ADVISORS LLC</u> (Last) (First) (Middle) <u>601 LEXINGTON AVENUE; 54TH FLOOR</u> (Street) <u>NEW YORK NY 10022</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 <input type="checkbox"/> 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		1,847,400	A	(1)	1,847,400	I	See Footnote ⁽²⁾⁽³⁾
Common Stock	05/11/2016		C		564,780	A	(1)	2,412,180	I	See Footnote ⁽³⁾⁽⁴⁾
Common Stock	05/11/2016		P		191,466	A	\$18	2,603,646	I	See Footnote ⁽²⁾⁽³⁾
Common Stock	05/11/2016		P		58,534	A	\$18	2,662,180	I	See Footnote ⁽³⁾⁽⁴⁾

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				
Series B Preferred Stock	(1)	05/11/2016		C		2,857,143		(1)	(5)	Common Stock	1,847,400	\$0.00	0	I	See Footnote ⁽²⁾⁽³⁾
Series B Preferred Stock	(1)	05/11/2016		C		873,475		(1)	(5)	Common Stock	564,780	\$0.00	0	I	See Footnote ⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person* <u>ORBIMED ADVISORS LLC</u> (Last) (First) (Middle) <u>601 LEXINGTON AVENUE; 54TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
OrbiMed Capital GP V LLC		
(Last)	(First)	(Middle)
601 LEXINGTON AVENUE; 54TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
OrbiMed Global Healthcare GP LLC		
(Last)	(First)	(Middle)
601 LEXINGTON AVENUE; 54TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
ISALY SAMUEL D		
(Last)	(First)	(Middle)
601 LEXINGTON AVENUE; 54TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		

Explanation of Responses:

- Each share of 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.
- These securities are held of record by OrbiMed Private Investments V, LP ("OPI V"). OrbiMed Capital GP V LLC ("GP V") is the sole general partner of OPI V. OrbiMed Advisors LLC ("Advisors") is the managing member of GP V. Samuel D. Isaly ("Isaly"), a natural person, is the managing member of and owner of a controlling interest in Advisors. By virtue of such relationships, GP V, Advisors and Isaly may be deemed to have voting and investment power over the securities held by OPI V and as a result may be deemed to have beneficial ownership over such securities.
- This report on Form 4 is jointly filed by GP V, OGH GP, Advisors, and Mr. Isaly. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. The Reporting Persons have designated a representative, currently Carl L. Gordon, a member of Advisors, to serve on the Issuer's board of directors. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- These securities are held of record by OrbiMed Global Healthcare Master Fund L.P. ("OGH"). OrbiMed Global Healthcare GP LLC ("OGH GP") is the sole general partner of OGH. Advisors is the managing member of OGH GP. Isaly, a natural person, is the managing member of and owner of a controlling interest in Advisors. By virtue of such relationships, OGH GP, Advisors and Isaly may be deemed to have voting and investment power over the securities held by OGH and as a result may be deemed to have beneficial ownership over such securities.
- Not applicable.

Remarks:

/s/ Samuel D. Isaly, for himself
and as Managing Member of
OrbiMed Advisors LLC, the
Managing Member of 05/13/2016
OrbiMed Capital GP V LLC
and OrbiMed Global
Healthcare GP LLC

** 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.