

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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>Atlas Venture Fund IX, L.P.</u> (Last) (First) (Middle) 25 FIRST STREET, SUITE 303 (Street) CAMBRIDGE MA 02141 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2017	
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	03/03/2017		J ⁽¹⁾		700,000	D	(1)	3,729,788	D ⁽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					

1. Name and Address of Reporting Person*
Atlas Venture Fund IX, L.P.
 (Last) (First) (Middle)
 25 FIRST STREET, SUITE 303
 (Street)
 CAMBRIDGE MA 02141
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Atlas Venture Associates IX, L.P.
 (Last) (First) (Middle)
 25 FIRST STREET, SUITE 303
 (Street)
 CAMBRIDGE MA 02141
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Associates IX, LLC](#)

(Last) (First) (Middle)

[25 FIRST STREET, SUITE 303](#)

(Street)

[CAMBRIDGE MA 02141](#)

(City) (State) (Zip)

Explanation of Responses:

1. On March 3, 2017, Atlas Venture Fund IX, L.P. ("Atlas Venture Fund IX") distributed, for no consideration, 700,000 shares of the Issuer's Common Stock pro-rata to its partners, including its limited partners and its general partner, Atlas Venture Associates IX, L.P. ("AVA IX LP"), in accordance with the exemptions afforded by Rule 16a-9 and Rule 16a-13 of the Securities Exchange Act of 1934, as amended (the "Act").

2. The shares are held directly by Atlas Venture Fund IX. Each of AVA IX LP and Atlas Venture Associates IX, LLC, its general partner ("AVA IX LLC") disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Fund IX, except to the extent of its pecuniary interest therein, if any.

Remarks:

[Atlas Venture Fund IX, LP By:](#)
[Atlas Venture Associates IX,](#)
[LP, its general partner By:](#)
[Atlas Venture Associate IX, 03/07/2017](#)
[LLC, its general partner By:](#)
[/s/ Frank Castellucci, General](#)
[Counsel](#)
[Atlas Venture Associates IX,](#)
[L.P. By: Atlas Venture](#)
[Associates IX, LLC, its general 03/07/2017](#)
[partner, By: /s/ Frank](#)
[Castellucci, General Counsel](#)
[Atlas Venture Associates IX,](#)
[LLC, By: /s/ Frank 03/07/2017](#)
[Castellucci, General Counsel](#)

** 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.