

| OMB APPROVAL | |
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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> <hr/> (Last) (First) (Middle) 25 FIRST STREET; SUITE 303 <hr/> (Street) CAMBRIDGE MA 02141 <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/05/2016 | 3. Issuer Name and Ticker or Trading Symbol <u>Intellia Therapeutics, Inc. [NTLA]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/> | 5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Founder Stock | (1) | (1) | Common Stock | 611,827 | (1) | D ⁽²⁾ | |
| Series A-1 Preferred Stock | (1) | (1) | Common Stock | 2,463,201 | (1) | D ⁽²⁾ | |
| Series A-2 Preferred Stock | (1) | (1) | Common Stock | 862,120 | (1) | D ⁽²⁾ | |
| Series B Preferred Stock | (1) | (1) | Common Stock | 492,640 | (1) | D ⁽²⁾ | |

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

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|---|
| 1. Name and Address of Reporting Person* <u>Atlas Venture Associates IX, L.P.</u> <hr/> (Last) (First) (Middle) 25 FIRST STREET; SUITE 303 <hr/> (Street) CAMBRIDGE MA 02141 <hr/> (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. Each share is convertible into 0.6465903 of a share of Common Stock at any time at the election of the Reporting Person and will automatically convert upon the closing of the Issuer's initial public offering into the number of shares of the Issuer's Common Stock shown in column 3 without payment or further consideration. The shares have no expiration date.

2. The shares are held directly by Atlas Venture Fund IX, L.P. ("Atlas Venture Fund IX"). The general partner of Atlas Venture Fund IX is Atlas Venture Associates IX, L.P. ("AVA IX LP"). Atlas Venture Associates IX, LLC ("AVA IX LLC") is the general partner of AVA IX LP. Each of AVA IX LP and 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 Associates IX, LLC, its general partner, By:](#) 05/05/2016
[Frank Castellucci, General](#)
[Counsel /s/ Frank Castellucci](#)
[Atlas Venture Associates IX,](#)
[LP, By: Atlas Venture](#)
[Associates IX, LLC, its general](#)
[partner, By: Frank Castellucci,](#) 05/05/2016
[General Counsel /s/ Frank](#)
[Castellucci](#)
[Atlas Venture Associates IX,](#)
[LLC, By: Frank Castellucci,](#) 05/05/2016
[General Counsel /s/ Frank](#)
[Castellucci](#)

** 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 5 (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.