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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 2, 2020**

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**INTELLIA THERAPEUTICS, INC.**  
(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37766**  
(Commission  
File Number)

**36-4785571**  
(IRS Employer  
Identification No.)

**40 Erie Street, Suite 130**  
**Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

**02139**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (857) 285-6200**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock (Par Value \$0.0001)</b>	<b>NTLA</b>	<b>The Nasdaq Global Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Appointment of John F. Crowley as Director*

On October 2, 2020, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Intellia Therapeutics, Inc. (the “Company”), the Board appointed John F. Crowley, as a Class I director, with a term expiring at the 2023 annual meeting of stockholders, to fill the newly created vacancy on the Board resulting from an increase in the size of the Board from seven (7) to eight (8) directors. The Board determined that Mr. Crowley is independent under the listing standards of Nasdaq.

Since 2005, Mr. Crowley has been chairman and chief executive officer of Amicus Therapeutics, Inc., a global biotechnology company focusing on developing treatments for rare genetic diseases. At Amicus, he has managed the company’s growth from a small start-up to one with operations in more than 30 countries and a market value of more than \$3 billion. Mr. Crowley has been a key advocate for patients with Pompe disease, a severe and often fatal neuromuscular disorder, and the development of treatments against the disease. In 1998, he left his executive position at a large pharmaceutical company to co-found Novazyme Pharmaceuticals, which was born out of his desire to research and develop a treatment for two of his children who had been diagnosed with Pompe. Mr. Crowley oversaw Novazyme’s acquisition by Genzyme Corporation (now Sanofi) in 2001 and continued on as a senior vice president, where he played a lead role in the development of drugs for rare diseases. He has held governing roles at several nonprofits, including the Global Genes Project as a founding board member and the Make-A-Wish Foundation of America as a former national chairman. Mr. Crowley graduated with a B.S. in Foreign Service from Georgetown University. He earned a J.D. from the University of Notre Dame Law School and an MBA from the Harvard Business School.

Mr. Crowley does not have any family relationships with any of the executive officers or directors of the Company. There are no arrangements or understandings between Mr. Crowley and any other person pursuant to which he was elected as a director of the Company.

As a non-employee director, Mr. Crowley will receive cash compensation paid by the Company pursuant to its non-employee director compensation program. In addition, under the Company’s director compensation program, upon his election as a director on October 2, 2020, Mr. Crowley was granted an option to purchase 38,000 shares of the Company’s common stock at an exercise price per share of \$18.83. This option vests as to 33 1/3% of the total award one year after the date of grant and thereafter in substantially equal quarterly installments during the subsequent two years, subject to continued service through such date, and would become exercisable in full upon the occurrence of a change in control of the Company. Mr. Crowley will enter into the Company’s standard form of indemnification agreement, a copy of which was filed as Exhibit 10.6 to Amendment No. 3 to the Company’s Registration Statement on Form S-1 (File No. 333-210689) filed with the Securities and Exchange Commission on April 27, 2016. Pursuant to the terms of this agreement, the Company may be required, among other things, to indemnify Mr. Crowley for some expenses, including attorneys’ fees, judgments, fines and settlement amounts respectively incurred by him in any action or proceeding arising out of his respective service as one of our directors.

*Departure of Perry Karsen as Director*

On October 2, 2020, Perry Karsen notified the Company of his intention to resign from the Board and its committees, effective December 31, 2020, due to other commitments. Mr. Karsen currently serves on the Nominating and Corporate Governance and Compensation Committees of the Board. He previously served as the Chairperson of the Board from April 2016 through February 2020. His departure is not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

On October 5, 2020, the Company issued a press release announcing Mr. Crowley’s election and Mr. Karsen’s resignation. A copy of this press release is filed as Exhibit 99.1 to this report on Form 8-K.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	<a href="#">Press Release dated October 5, 2020</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Intellia Therapeutics, Inc.

Date: October 5, 2020

By: /s/ John M. Leonard

Name: John M. Leonard

Title: Chief Executive Officer and President



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## PRESS RELEASE

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### **Intellia Therapeutics Names John F. Crowley to Board of Directors**

CAMBRIDGE, Mass., Oct. 5, 2020 — Intellia Therapeutics, Inc. (NASDAQ:NTLA), a leading genome editing company focused on developing curative therapeutics using CRISPR/Cas9 technology both *in vivo* and *ex vivo*, has appointed John F. Crowley to its Board of Directors. Mr. Crowley is a well-established leader in biotech and pharmaceuticals and a visionary advocate for the advancement of treatments for people living with rare diseases. He joins Intellia's board during a pivotal transition, as the company expects to begin its first clinical trial this year.

"We are very pleased to welcome John Crowley to our Board of Directors. He is widely respected for his work in companies that have developed transformational treatments for rare diseases. John's first-hand experiences as a parent advocate with children who have Pompe disease will help guide Intellia as we pursue our mission of developing curative therapies for severe and life-threatening diseases," said Intellia President and Chief Executive Officer, John Leonard, M.D. "Together, with our experienced and diverse senior leadership team, Intellia's board of directors will help us achieve our goals and deliver value to our patients and our shareholders."

Mr. Crowley brings relevant experience to Intellia's board, having started preeminent biotech companies with successful programs that transitioned from preclinical to clinical development, and importantly, a commercialized medicine available for patients. Since 2005, Mr. Crowley has been chairman and chief executive officer of Amicus Therapeutics, a global biotechnology company focusing on developing treatments for rare genetic diseases. At Amicus, he has managed the company's growth from a small start-up to one with operations in more than 30 countries and a market value of more than \$3 billion.

Mr. Crowley became a principal advocate for the treatment of the severe and often fatal neuromuscular disorder, Pompe disease. In 1998, he left his executive position at a large pharmaceutical company to co-found Novazyme Pharmaceuticals, which was born out of his desire to research and develop a treatment for two of his children who had been diagnosed with Pompe. Mr. Crowley oversaw Novazyme's acquisition by Genzyme Corporation (now Sanofi) in 2001 and continued on as a senior vice president, where he played a lead role in the development of drugs for rare diseases.

He has held governing roles at several nonprofits, including the Global Genes Project as a founding board member and the Make-A-Wish Foundation of America as a former national chairman. Mr. Crowley also is a member of the University Council on Science & Technology at Notre Dame and a Henry Crown Fellow at the Aspen Institute. The Crowley family was the recipient of the 2011 Family Exemplar Award from the University of Notre Dame.

Mr. Crowley graduated with a B.S. in Foreign Service from Georgetown University. He earned a J.D. from the University of Notre Dame Law School and an MBA from Harvard Business School. Outside of his pioneering work in biotech, Mr. Crowley served as a commissioned intelligence officer in the U.S. Navy Reserve for more than a decade, assigned to the U.S. Special Operations Command, and is a combat veteran of the Global War on Terrorism with service in Afghanistan.

Additionally, Perry Karsen, has decided to step down from his board position, effective December 31, 2020, due to other commitments. Mr. Karsen served as chairman of Intellia's Board of Directors from April 2016 through February 2020, including the company's 2016 initial public offering. He has remained a member of the board and served on the Nominating and Corporate Governance Committee, which he chaired through February 2020, and the Compensation Committee.

"For the past five years, Perry was instrumental in helping Intellia grow from a privately held, start-up biotech to the publicly traded clinical-stage company it is today," added Leonard. "We are grateful for the stewardship, direction and friendship he brought to our board and our employees. We wish him the very best in his future endeavors as he applies his leadership to his other endeavors on the West coast."

### **About Intellia Therapeutics**

Intellia Therapeutics is a leading genome editing company, focused on the development of proprietary, potentially curative therapeutics using the CRISPR/Cas9 system. Intellia believes the CRISPR/Cas9 technology has the potential to transform medicine by producing single-course therapeutics that permanently edit and correct disease-associated genes, and creating enhanced engineered cells that can treat oncological and immunological diseases. Intellia's combination of deep scientific, technical and clinical development experience, along with its leading intellectual property portfolio, puts it in a unique position to unlock broad therapeutic applications of the CRISPR/Cas9 technology and create new classes of therapeutic products. Learn more about Intellia Therapeutics and CRISPR/Cas9 at [intelliatx.com](https://intelliatx.com). Follow us on Twitter [@intellitweets](https://twitter.com/intellitweets).

## Forward-Looking Statements

This press release contains “forward-looking statements” of Intellia Therapeutics, Inc. (“Intellia”) within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, express or implied statements regarding Intellia’s ability to advance and expand the CRISPR/Cas9 technology to develop into human therapeutic products, as well as our CRISPR/Cas9 intellectual property portfolio; achieve stable or effective genome editing; the timing and potential achievement of milestones to advance our pipeline and grow as a company; and the anticipated contribution of the members of our board of directors and our executives to our operations and progress.

Any forward-looking statements in this press release are based on management’s current expectations and beliefs of future events, and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: risks related to Intellia’s ability to protect and maintain its intellectual property position; risks related to Intellia’s relationship with third parties, including its licensors and licensees; risks related to the ability of its licensors to protect and maintain their intellectual property position; uncertainties related to the authorization, initiation and conduct of studies and other development requirements for its product candidates; the risk that any one or more of Intellia’s product candidates will not be successfully developed and commercialized; the risk that the results of preclinical studies or clinical studies will not be predictive of future results in connection with future studies; and the risk that Intellia’s collaborations with Novartis or Regeneron or its other *ex vivo* collaborations will not continue or will not be successful. For a discussion of these and other risks and uncertainties, and other important factors, any of which could cause Intellia’s actual results to differ from those contained in the forward-looking statements, see the section entitled “Risk Factors” in Intellia’s most recent annual report on Form 10-K as well as discussions of potential risks, uncertainties, and other important factors in Intellia’s other filings with the Securities and Exchange Commission. All information in this press release is as of the date of the release, and Intellia undertakes no duty to update this information unless required by law.

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