

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <b>FORMELA JEAN FRANCOIS</b>  (Last) (First) (Middle) <b>C/O INTELLIA THERAPEUTICS, INC.</b> <b>40 ERIE STREET, SUITE 130</b>  (Street) <b>CAMBRIDGE MA 02139</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Intellia Therapeutics, Inc. [ NTLA ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/16/2018</b>	
	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 <sup>(1)</sup>	05/16/2018		S		6,686	D	\$25.0358 <sup>(2)</sup>	0	I	See Footnote <sup>(1)</sup>
Common Stock								2,058,299	I	See Footnote <sup>(3)</sup>

**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					

**Explanation of Responses:**

- Represents shares sold by Atlas Venture Associates IX, L.P. ("AVA IX LP"), which is the general partner of Atlas Venture Fund IX, L.P. (the "Fund"). On May 16, 2018 AVA IX LP received 6,686 shares of the issuer's common stock from the Fund 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"). Atlas Venture Associates IX, LLC ("AVA IX LLC") is the general partner of AVA IX LP. Dr. Formela is a member of AVA IX LLC and disclaims Section 16 beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.69 - \$25.39, inclusive. The reporting person undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) of this Form 4. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by AVA IX LP on March 23, 2018
- Represents shares held directly by the Fund. The general partner of the Fund is AVA IX LP. AVA IX LLC is the general partner of AVA IX LP. Dr. Formela is a member of AVA IX LLC and disclaims Section 16 beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

**Remarks:**

Exhibit 24 - Power of Attorney (incorporated by reference to Exhibit 24, Power of Attorney, filed on Form 4 with the SEC on March 13, 2017 by the reporting person)

By: /s/ Frank Castellucci, 05/16/2018  
Attorney-In-Fact

\*\* 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.