

Intellia Therapeutics, Inc.
Form 4
May 11, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FORMELA JEAN FRANCOIS

2. Issuer Name and Ticker or Trading Symbol
Intellia Therapeutics, Inc. [NTLA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O INTELLIA THERAPEUTICS, INC., 130 BROOKLINE STREET, SUITE 201

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CAMBRIDGE, MA 02139

(City) (State) (Zip)

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	05/11/2016		C	611,827	A	Ⓣ	611,827	I	See Footnote (2)
Common Stock	05/11/2016		C	2,463,201	A	Ⓣ	3,075,028	I	See Footnote (2)
Common Stock	05/11/2016		C	862,120	A	Ⓣ	3,937,148	I	See Footnote (2)
Common	05/11/2016		C	492,640	A	Ⓣ	4,429,788	I	See

Stock

Footnote
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	
					V	(A) (D)		Title	Amount or Number of Shares
Founder Stock	<u>(1)</u>	05/11/2016		C		946,237	<u>(1)</u>	<u>(1)</u>	Common Stock 611,827
Series A-1 Preferred Stock	<u>(1)</u>	05/11/2016		C		3,809,524	<u>(1)</u>	<u>(1)</u>	Common Stock 2,463,20
Series A-2 Preferred Stock	<u>(1)</u>	05/11/2016		C		1,333,333	<u>(1)</u>	<u>(1)</u>	Common Stock 862,120
Series B Preferred Stock	<u>(1)</u>	05/11/2016		C		761,905	<u>(1)</u>	<u>(1)</u>	Common Stock 492,640

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FORMELA JEAN FRANCOIS
C/O INTELLIA THERAPEUTICS, INC.
130 BROOKLINE STREET, SUITE 201
CAMBRIDGE, MA 02139

X

Signatures

/s/ Jean-Francois

Formela

05/11/2016

__Signature of Reporting
Person

Date

Explanation of Responses:

- * 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).

(1) Each share of Founder Stock, Series A-1 Preferred Stock, Series A-2 Preferred Stock and 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 and had no expiration date.

(2) Represents shares held 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. Dr. Formela is a member of AVA IX LLC and disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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