

Intellia Therapeutics, Inc.
Form 4
May 13, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Temasek Holdings (Private) Ltd

(Last) (First) (Middle)

60B ORCHARD ROAD #06-18
TOWER 2, THE
ATRIUM@ORCHARD

(Street)

SINGAPORE, U0 238891

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Intellia Therapeutics, Inc. [NTLA]

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

05/11/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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	05/11/2016		C		490,527 ⁽¹⁾	A	<u>11</u>	490,527	I	Held by TLS Beta Pte. Ltd. ⁽²⁾
Common Stock	05/11/2016		P		300,000	A	\$ 18	790,527 ⁽³⁾	I	See footnote ⁽³⁾

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

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SEC 1474
(9-02)

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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)	8. Date Exercisable Expiration Date	9. Title	10. Amount or Number of Shares
Series B Preferred Stock	(1)	05/11/2016		C	490,527	(1) (4)	Common Stock			490,527

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Temasek Holdings (Private) Ltd 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD SINGAPORE, U0 238891		X		
Fullerton Management Pte Ltd 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD SINGAPORE, U0 238891		X		
Temasek Life Sciences Private Ltd 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD SINGAPORE, U0 238891		X		
TLS Beta Pte. Ltd. 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD SINGAPORE, U0		X		

Signatures

TEMASEK HOLDINGS (PRIVATE) LIMITED, By: /s/ Christina Choo in her capacity as
Authorised Signatory of Temasek Holdings (Private) Limited

05/13/2016

____Signature of Reporting Person

Date

FULLERTON MANAGEMENT PTE LTD, By: /s/ Cheong Kok Tim in his capacity as
Director of Fullerton Management Pte Ltd

05/13/2016

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__Signature of Reporting Person

Date

TEMASEK LIFE SCIENCES PRIVATE LIMITED, By: /s/ Lim Siew Lee Sherlyn in her capacity as Director of Temasek Life Sciences Private Limited

05/13/2016

__Signature of Reporting Person

Date

TLS BETA PTE. LTD., By: /s/ Christina Choo in her capacity as Director of TLS Beta Pte. Ltd.

05/13/2016

__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) In connection with the closing of the Issuer's initial public offering of Common Stock on May 11, 2016, each share of Series B Preferred Stock automatically converted into 0.6465903 of a share of Common Stock without payment or further consideration.

TLS Beta Pte. Ltd. is a wholly-owned subsidiary of Temasek Life Sciences Private Limited, which in turn is a wholly-owned subsidiary of Fullerton Management Pte Ltd, which in turn is a wholly-owned subsidiary of Temasek Holdings (Private) Limited. Accordingly, each of Temasek Life Sciences Private Limited, Fullerton Management Pte Ltd and Temasek Holdings (Private) Limited, through the ownership described herein, may be deemed to beneficially own the shares of Common Stock owned by TLS Beta Pte. Ltd.
- (2) Includes 490,527 shares held by TLS Beta Pte. Ltd. and 300,000 shares held by Evans Investments Pte. Ltd. Evans Investments Pte. Ltd. is a wholly-owned subsidiary of Temasek Capital (Private) Limited, which in turn is a wholly-owned subsidiary of Temasek Holdings (Private) Limited. Accordingly, Temasek Holdings (Private) Limited, through the ownership described herein, may be deemed to beneficially own the shares of Common Stock owned by TLS Beta Pte. Ltd. and Evans Investments Pte. Ltd.
- (3) Includes 490,527 shares held by TLS Beta Pte. Ltd. and 300,000 shares held by Evans Investments Pte. Ltd. Evans Investments Pte. Ltd. is a wholly-owned subsidiary of Temasek Capital (Private) Limited, which in turn is a wholly-owned subsidiary of Temasek Holdings (Private) Limited. Accordingly, Temasek Holdings (Private) Limited, through the ownership described herein, may be deemed to beneficially own the shares of Common Stock owned by TLS Beta Pte. Ltd. and Evans Investments Pte. Ltd.
- (4) None.

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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