

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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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 *
 Haurwitz Rachel E.
 (Last) (First) (Middle)
 C/O INTELLIA THERAPEUTICS,
 INC., 130 BROOKLINE STREET,
 SUITE 201
 (Street)
 CAMBRIDGE, MA 02139
 (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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

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

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)
Common Stock	05/11/2016		C	174,806	A <u>(1)</u> 349,612	I	See Footnote (2)
Common Stock	05/11/2016		C	5,244,234	A <u>(3)</u> 5,593,846	I	See Footnote (2)

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

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number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Founder Stock	(1)	05/11/2016		C	270,352	(1)	(4)	Common Stock	174,806
Junior Preferred Stock	(3)	05/11/2016		C	8,110,599	(3)	(4)	Common Stock	5,244,23

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Haurwitz Rachel E.
C/O INTELLIA THERAPEUTICS, INC.
130 BROOKLINE STREET, SUITE 201
CAMBRIDGE, MA 02139

X X

Signatures

/s/ Nicole Heifner,
attorney-in-fact

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 was automatically converted into 0.6465903 of a share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration.

(2) Represents shares held by Caribou Therapeutics Holdco, LLC ("Caribou Holdco"). Caribou Holdco is a wholly-owned subsidiary of Caribou Biosciences, Inc. ("Caribou"). Rachel Haurwitz is a greater than 5% stockholder of Caribou, and the President, Chief Executive Officer and a director of Caribou. Dr. Haurwitz may be deemed to share voting and dispositive power with respect to the shares held by Caribou Holdco. Dr. Haurwitz disclaims beneficial ownership of such shares, except to the extent of her pecuniary interest therein, if any.

(3) Each share of Junior Preferred Stock was automatically converted into 0.6465903 of a share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration.

(4) Not applicable.

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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