

Intellia Therapeutics, Inc.
Form DEF 14A
April 17, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12
INTELLIA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

INTELLIA THERAPEUTICS, INC.

40 Erie Street
Cambridge, Massachusetts 02139

NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS

To be held May 17, 2018

You are invited to attend the 2018 Annual Meeting of Stockholders (the “Annual Meeting”) of Intellia Therapeutics, Inc., which will be held online on Thursday, May 17, 2018 at 9:00 a.m. Eastern Time. You may attend the meeting virtually via the Internet at www.virtualshareholdermeeting.com/NTLA2018, where you will be able to vote electronically and submit questions. You will need the 16-digit control number included with these proxy materials to attend the Annual Meeting.

Only stockholders who owned common stock at the close of business on April 4, 2018 can attend and vote at the Annual Meeting or any adjournment that may take place. At the Annual Meeting, the stockholders will consider and vote on the following matters:

1. Election of one class II director to our board of directors, to serve until the 2021 annual meeting of stockholders and until his successor has been duly elected and qualified, or until his earlier resignation or removal
2. Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018 and
3. Transaction of any other business properly brought before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

You can find more information, including information regarding the nominee for election to our board of directors, in the accompanying proxy statement. The board of directors recommends that you vote in favor of each of proposals one and two as outlined in the accompanying proxy statement.

Stockholders of record at the close of business on April 4, 2018, the record date for the Annual Meeting, are entitled to notice of, and to vote at, the Annual Meeting, or any adjournment or postponement of the Annual Meeting. Whether or not you expect to attend the Annual Meeting online, please complete, sign, date and return the enclosed proxy card as promptly as possible in the postage-prepaid envelope provided to ensure your representation and the presence of a quorum at the Annual Meeting. Alternatively, you may vote your shares on the Internet by visiting www.proxyvote.com or by telephone by calling 1-800-690-6903 and following the recorded instructions. If you vote your shares on the Internet or by telephone, you will need to enter the 16-digit control number provided on your proxy card or voting instruction form. Your vote is important regardless of the number of shares you own. If you attend the Annual Meeting online, you may vote your shares during the Annual Meeting virtually via the Internet even if you previously voted your proxy. Your proxy is revocable in accordance with the procedures set forth in the proxy statement.

If your shares are held in “street name,” that is, held for your account by a broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted.

By order of the Board of Directors,

/s/ John M. Leonard
John M. Leonard, M.D.
President and Chief Executive Officer

Cambridge, Massachusetts
April 17, 2018

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INTELLIA THERAPEUTICS, INC.

40 Erie Street
Cambridge, Massachusetts 02139
857-285-6200

PROXY STATEMENT

FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS

to be held May 17, 2018

This proxy statement and the enclosed proxy card contain information about the 2018 Annual Meeting of Stockholders (the “Annual Meeting”) of Intellia Therapeutics, Inc., which will be held online on Thursday, May 17, 2018 at 9:00 a.m. Eastern Time. You may attend the meeting virtually via the Internet at www.virtualshareholdermeeting.com/NTLA2018, where you will be able to vote electronically and submit questions. The board of directors of Intellia Therapeutics, Inc. is using this proxy statement to solicit proxies for use at the Annual Meeting. In this proxy statement, unless expressly stated otherwise or the context otherwise requires, the use of “Intellia,” “Company,” “our,” “we” or “us” refers to Intellia Therapeutics, Inc. and its subsidiary.

All properly submitted proxies will be voted in accordance with the instructions contained in those proxies. If no instructions are specified, the proxies will be voted in accordance with the recommendation of our board of directors with respect to each of the matters set forth in the accompanying Notice of Meeting. You may revoke your proxy at any time before it is exercised at the meeting by giving our corporate secretary written notice to that effect.

Our Annual Report to Stockholders for the fiscal year ended December 31, 2017 and this proxy statement and proxy card are first being mailed to stockholders on or about April 17, 2018.

We are an “emerging growth company” under applicable federal securities laws and therefore permitted to conform with certain reduced public company reporting requirements. As an emerging growth company, we provide in this proxy statement the scaled disclosure permitted under the Jumpstart Our Business Startups Act of 2012 (the JOBS Act), including the compensation disclosures required of a “smaller reporting company,” as that term is defined in Rule 12b-2 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). In addition, as an emerging growth company, we are not required to conduct votes seeking approval, on an advisory basis, of the compensation of our named executive officers or the frequency with which such votes must be conducted. We will remain an “emerging growth company” until the earliest of (i) the last day of the fiscal year in which we have total annual gross revenues of \$1.07 billion or more (ii) December 31, 2021 (iii) the date on which we have issued more than \$1 billion in nonconvertible debt during the previous three years or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the Securities and Exchange Commission.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 17, 2018:

This proxy statement and our 2017 Annual Report to Stockholders are available for viewing, printing and downloading at www.proxyvote.com.

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as filed with the Securities and Exchange Commission (SEC), except for exhibits, will be furnished without charge to any stockholder upon

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written request to Intellia Therapeutics, Inc., 40 Erie Street, Cambridge, Massachusetts 02139, Attention: Investor Relations / Corporate Secretary. This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 are also available on the SEC's website at www.sec.gov.

IMPORTANT INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Purpose of the Annual Meeting

At the Annual Meeting, our stockholders of record as of April 4, 2018 will consider and vote on the following matters:

1. Election of one class II director to our board of directors, to serve until the 2021 annual meeting of stockholders and until his successor has been duly elected and qualified, or until his earlier resignation or removal
2. Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018 and
3. Transaction of any other business properly brought before the Annual Meeting or any adjournment or postponement thereof.

As of the date of this proxy statement, we are not aware of any business to come before the meeting other than the first two items noted above.

Board of Directors Recommendation

Our board of directors unanimously recommends that you vote:

FOR the election of the nominee to serve as the class II director on our board of directors for a three-year term and

FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

Availability of Proxy Materials

The proxy materials, including this proxy statement, a proxy card or voting instruction card and Intellia's 2017 Annual Report, are being mailed to stockholders on or about April 17, 2018. These materials are also available for viewing, printing and downloading on the Internet at www.proxyvote.com.

Who Can Vote at the Annual Meeting

Only stockholders of record at the close of business on the record date of April 4, 2018, are entitled to receive notice of the Annual Meeting and to vote the shares of Intellia common stock that they held on that date. As of April 4, 2018, there were 43,091,922 shares of common stock issued and outstanding. Each share of common stock is entitled to one vote on each matter properly brought before the Annual Meeting.

Difference between a "stockholder of record" and a beneficial owner of shares held in "street name"

Stockholder of Record. If you own shares that are registered directly in your name with our transfer agent, Computershare, then you are considered a "stockholder of record" of those shares. For these shares, your set of proxy materials has been sent to you directly by us. You may vote your shares by proxy prior to the Annual Meeting by following the instructions contained on the enclosed proxy card.

Beneficial Owners of Shares Held in Street Name. If you own shares that are held in a brokerage account or by a bank, trust or other nominee or custodian, then you are considered the beneficial owner of those shares, which are held in "street name." With respect to these shares, your set of proxy materials has been forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As the beneficial owner, you have the right to instruct that organization as to how to vote the shares held in your account by following the instructions contained on the voting instruction card provided to you by that organization.

How to Vote

If you are a stockholder of record, there are several ways for you to vote your shares.

By Telephone. You may vote using a touch-tone telephone by calling 1-800-690-6903, 24 hours a day, seven days a week. You will need the 16-digit control number included on your proxy card. Votes submitted by telephone must be received by 11:59 p.m., Eastern Time, on May 16, 2018.

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By Internet. You may vote at www.proxyvote.com, 24 hours a day, seven days a week. You will need the 16-digit control number included on your proxy card. Votes submitted through the Internet must be received by 11:59 p.m., Eastern Time, on May 16, 2018.

By Mail. You may vote by mail by completing, signing and dating the enclosed proxy card and returning it in the enclosed prepaid envelope.

During the Annual Meeting. You may vote during the Annual Meeting by going to www.virtualshareholdermeeting.com/NTLA2018. You will need the 16-digit control number included on your proxy card.

Telephone and Internet voting for stockholders of record will be available until 11:59 p.m. Eastern Time on May 16, 2018, and mailed proxy cards must be received by May 16, 2018 in order to be counted at the Annual Meeting. If the Annual Meeting is adjourned or postponed, these deadlines may be extended.

The voting deadlines and availability of telephone and Internet voting for beneficial owners of shares held in “street name” will depend on the voting processes of the organization that holds your shares. Therefore, we urge you to carefully review and follow the voting instruction card and any other materials that you receive from that organization. If you hold your shares of Intellia common stock in multiple accounts, you should vote your shares as described in each set of proxy materials you receive.

Quorum

A quorum of stockholders is necessary to hold a valid meeting. Our second amended and restated by-laws provide that a quorum will exist if stockholders holding a majority of the shares of stock issued and outstanding and entitled to vote are present at the meeting virtually via the Internet or by proxy. Abstentions and broker non-votes count as present for establishing a quorum but will not be counted as votes cast. Broker non-votes occur when your broker or other nominee submits a proxy for your shares (because the broker or other nominee has received instructions from you on one or more proposals, but not all, or has not received instructions from you but is entitled to vote on a particular “discretionary” matter) but does not indicate a vote for a particular proposal because the broker or other nominee either does not have the authority to vote on that proposal and has not received voting instructions from you or has discretionary authority but chooses not to exercise it. If a quorum is not present, the meeting may be adjourned until a quorum is obtained.

Ballot Measures Considered “Routine” and “Non-Routine”

The election of the class II director (Proposal No. 1) is a matter considered non-routine under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore there may be broker non-votes on Proposal No. 1.

The ratification of the appointment of Deloitte & Touche LLP as Intellia’s independent registered public accounting firm for the fiscal year ending December 31, 2018 (Proposal No. 2) is a matter considered routine under applicable rules. A broker or other nominee may generally exercise discretionary authority and vote on routine matters. If they exercise this discretionary authority, no broker non-votes are expected to exist in connection with Proposal No. 2.

Votes Required to Elect a Director and Ratify Appointment of Deloitte & Touche LLP

To be elected, the director nominated in Proposal No. 1 must receive a plurality of the votes cast and entitled to vote at the meeting, meaning that the director nominee receiving the most votes will be elected.

The ratification of the appointment of Deloitte & Touche LLP as Intellia’s independent registered public accounting firm in Proposal No. 2 requires the affirmative vote of the majority of the shares of common stock entitled to vote at the meeting and cast “for” or “against” such matter.

Abstentions and broker non-votes will not be counted as votes cast on any of the proposals. Accordingly, abstentions and broker non-votes will have no effect on the voting on any of the proposals.

Method of Counting Votes

Each holder of common stock is entitled to one vote at the Annual Meeting on each matter to come before the Annual Meeting, including the election of a director, for each share held by such stockholder as of the record date. Votes cast at the Annual Meeting or by proxy by mail, via the Internet or by telephone will be tabulated by the inspector of election appointed for the Annual Meeting, who will also determine whether a quorum is present.

Revoking a Proxy Changing Your Vote

If you are a stockholder of record, you may revoke your proxy before the final vote is taken at the Annual Meeting:

- by signing and returning a new proxy card with a later date, to be received no later than May 16, 2018
- by submitting a later-dated vote by telephone or via the Internet please note that only your latest Internet or telephone proxy received by 11:59 p.m., Eastern Time, on May 16, 2018, will be counted
- by participating in the Annual Meeting virtually via the Internet and voting again or
- by filing a written revocation with our corporate secretary, to be received no later than May 16, 2018. The written revocation should be addressed to Intellia Therapeutics, Inc., 40 Erie Street, Cambridge, Massachusetts 02139, Attention: Investor Relations / Corporate Secretary.

If your shares are held in “street name,” you must contact the bank, broker or other nominee holding your shares and follow their instructions for revoking or changing your vote.

Your attendance at the Annual Meeting online will not automatically revoke your proxy.

Costs of Proxy Solicitation

We will bear the costs of soliciting proxies. In addition to solicitations by mail, our directors, officers, employees and agents, without additional remuneration, may solicit proxies by telephone, facsimile, email, personal interviews and other means.

Voting Results

We plan to announce preliminary voting results at the Annual Meeting and will publish final results in a Current Report on Form 8-K to be filed with the SEC within four business days following the Annual Meeting.

PROPOSAL NO. 1 – ELECTION OF ONE CLASS II DIRECTOR

Our board of directors currently consists of five members. In accordance with the terms of our second amended and restated certificate of incorporation and second amended and restated by-laws, our board of directors is divided into three classes, class I, class II and class III, with members of each class serving staggered three-year terms. The members of the classes are divided as follows:

- the class I director is Jean-François Formela, M.D., and his term will expire at the annual meeting of stockholders to be held in 2020
- the class II director is Frank Verwiel, M.D., and his term will expire at the Annual Meeting and
- the class III directors are Caroline Dorsa, Perry Karsen and John M. Leonard, M.D., and their term will expire at the annual meeting of stockholders to be held in 2019.

Upon the expiration of the term of a class of directors, directors in that class will be eligible to be elected for a new three-year term at the annual meeting of stockholders in the year in which their term expires.

Our second amended and restated certificate of incorporation and by-laws provide that the authorized number of directors may be changed only by resolution of our board of directors. Our certificate of incorporation also provides that our directors may be removed only for cause by the affirmative vote of the holders of at least 75% of the outstanding shares then entitled to vote in an annual election of directors, and that any vacancy on our board of directors, including a vacancy resulting from an enlargement of our board of directors, may be filled only by vote of a majority of our directors then in office.

Our board of directors has nominated Frank Verwiel, M.D. for election as the class II director at the Annual Meeting. The nominee is presently a director, and has indicated a willingness to continue to serve as director, if

elected. If the nominee becomes unable or unwilling to serve, however, the proxies may be voted for a substitute nominee selected by our board of directors.

We have no formal policy regarding board diversity. Our priority in selection of board members is identification of members who will further the interests of our stockholders through their established record of professional accomplishment, their ability to contribute positively to the collaborative culture among board members, and their knowledge of our business and understanding of the competitive landscape.

Nominees for Election as Class II Directors

Biographical information, including principal occupation and business experience during the last five years, for our nominee for election as the class II director at our Annual Meeting is set forth below.

	Director Age Since
<p>Frank Verwiel, M.D., has served as a member of our board of directors since July 2017. From July 2005 to February 2014, Dr. Verwiel served as President, Chief Executive Officer and a member of the board of directors of Aptalis Pharma, Inc., a privately-held, specialty pharmaceutical company, which was acquired by Forest Laboratories, Inc. in February 2014. Prior to joining Aptalis Pharma, Inc., Dr. Verwiel held international senior management positions with Merck & Co., Inc., including as Vice President, Hypertension, Worldwide Human Health Marketing from June 2001 to May 2005. Dr. Verwiel concurrently served as a leader of Merck’s Worldwide Hypertension Business Strategy team. Dr. Verwiel was also Managing Director of Merck’s Dutch subsidiary from June 1996 to May 2001. Prior to his tenure at Merck, Dr. Verwiel had international leadership positions at Servier Laboratories, a pharmaceutical company, from 1988 until 1995. Since 2015, Dr. Verwiel has served as a director of Achillion Pharmaceuticals, Inc. a publicly traded biotechnology company, and Avexis, Inc., a publicly traded clinical-stage gene therapy company. In August 2015, Verwiel was appointed as an observer of the board of directors and audit committee of Bavarian Nordic A/S, a publicly traded biopharmaceutical vaccine company, and was appointed as a director on April 2016. Dr. Verwiel is also chairman of the board of directors of ObsEva SA, a publicly traded biopharmaceutical company, where he became a director in January 2016. From March 2012 to September 2014, Dr. Verwiel was a director of InterMune, Inc., a publicly traded biotechnology company that was acquired by Roche in 2014. Dr. Verwiel was also a member of the board of directors of the Biotechnology Industry Organization (BIO) from February 2013 to April 2014. Dr. Verwiel holds an M.D. from Erasmus University, Rotterdam in The Netherlands and an M.B.A. from INSEAD, Fontainebleau in France. We believe that Dr. Verwiel’s experience as a board member in the life sciences industry and his executive leadership experience at large multinational pharmaceutical companies provides him with the qualifications and skills to serve as a director of our company.</p>	<p>55 July 2017</p>

The proxies will be voted in favor of the above nominee unless a contrary specification is made in the proxy. The nominee has consented to serve as our director if elected. However, if the nominee is unable to serve or for good cause will not serve as a director, the proxies will be voted for the election of such substitute nominee as our board of directors may designate.

The board of directors recommends voting “FOR” the election of Frank Verwiel, M.D. as the class II director, to serve for a three-year term ending at the annual meeting of stockholders to be held in 2021.

Directors Continuing in Office

Biographical information, including principal occupation and business experience during the last five years, for our directors continuing in office is set forth below.

	Director Age Since
Class I Director (Term Expires at 2020 Annual Meeting)	
Jean-François Formela, M.D., has served as a member of our board of directors since our founding in May 2014. Dr. Formela is currently a partner at Atlas Venture, which he joined in 1993. Prior to joining Atlas Venture, Dr. Formela served as a senior director of Medical Marketing and Scientific Affairs at Schering-Plough Corporation, a pharmaceutical company which merged with Merck & Co., Inc. Dr. Formela began his career as a medical doctor and practiced emergency medicine at Necker University Hospital in Paris. Within the last five years, Dr. Formela has served on the boards of directors of the following public companies: Egalet Corporation, Horizon Pharma, Inc., ARCA biopharma, Inc. and Spero Therapeutics, Inc. Dr. Formela also serves on the board of directors of numerous private biotechnology and healthcare companies. Dr. Formela is a member of the Massachusetts General Hospital Research Advisory Council. He received his M.D. from the Paris University School of Medicine and his M.B.A. from Columbia University. We believe Dr. Formela's experience as an investor and board member in the life sciences industry, as well as his practice of medicine, provides him with the qualifications and skills to serve as a director of our company.	61 May 2014

	Director Age Since
Class III Directors (Term Expires at 2019 Annual Meeting)	
Caroline Dorsa has served as a member of our board of directors since December 2015. Since 2010, Ms. Dorsa has served as a director of Biogen Inc., and she joined the board of Illumina, Inc. in January 2017. Ms. Dorsa served as the executive vice president and chief financial officer of Public Service Enterprise Group Incorporated, a diversified energy company, from April 2009 until her retirement in October 2015 and served on its board of directors from 2003 to April 2009. From February 2008 to April 2009, she served as senior vice president, global human health, strategy and integration at Merck & Co., Inc., a pharmaceutical company. From November 2007 to January 2008, Ms. Dorsa served as senior vice president and chief financial officer of Gilead Sciences, Inc., a life sciences company. From February 2007 to November 2007, she served as senior vice president and chief financial officer of Avaya, Inc., a telecommunications company. From 1987 to January 2007, Ms. Dorsa held various financial and operational positions at Merck & Co., Inc., including vice president and treasurer, executive director of U.S. customer marketing and executive director of U.S. pricing and strategic planning. Ms. Dorsa also serves on the Board of Trustees of the Goldman Sachs ETF Trust, the Goldman Sachs MLP and Energy Renaissance Fund and the Goldman Sachs MLP Income Opportunities Fund. Ms. Dorsa received her B.A. in history from Colgate University and her M.B.A. from Columbia University. We believe Ms. Dorsa's executive leadership experience in a large multinational pharmaceutical company, as well as her operational, financial and accounting expertise and knowledge of the pharmaceutical industry provide her with the qualifications and skills to serve as a director of our company.	58 December 2015

	Director
	Age Since
Perry Karsen has served as the chairman of our board of directors since April 2016. From May 2013 to December 2015, Mr. Karsen served as the chief executive officer of the Celgene Cellular Therapeutics division of Celgene Corporation, a global biopharmaceutical company. Mr. Karsen served as chief operations officer and executive vice president of Celgene from July 2010 to May 2013, and as senior vice president and head of worldwide business development of Celgene and president of Asia/Pacific region from 2004 to 2009. Between February 2009 and July 2010, Mr. Karsen was chief executive officer of Pearl Therapeutics, Inc., a privately held biotechnology company that was subsequently acquired by AstraZeneca plc. Prior to his tenure with Celgene, Mr. Karsen held executive positions at Human Genome Sciences, Inc., a biopharmaceutical company subsequently acquired by GlaxoSmithKline, Bristol-Myers Squibb Co., a biopharmaceutical company, Genentech, Inc., a member of Roche Holding AG, and Abbott Laboratories. In addition, Mr. Karsen previously served as a general partner at Pequot Ventures, a venture capital firm. In January 2018, Mr. Karsen was elected chairman of the board of OncoMed Pharmaceuticals, Inc., a board that he joined in January 2016. Mr. Karsen also serves on the board of directors of Jounce Therapeutics, Inc. and Voyager Therapeutics, Inc. Within the last five years, he has served on the board of directors of Agios Pharmaceuticals, Inc., Navidea Biopharmaceuticals, Inc., Alliqua BioMedical, Inc. and Pliant Therapeutics, Inc. He also serves on the board of directors of the Gladstone Foundation and the Sonoma Land Trust. He is a past member of the board of directors and a past member of the executive committee of the Biotechnology Innovation Organization (BIO) and the board of directors of the Alliance for Regenerative Medicine. Mr. Karsen received a M.B.A. from Northwestern University's Kellogg Graduate School of Management, a M.A. in teaching biology from Duke University and a B.S. in biological sciences from the University of Illinois, Urbana-Champaign. We believe Mr. Karsen's executive leadership experience, including his experience as an executive at large multinational pharmaceutical companies and membership on boards of various biopharmaceutical companies, qualifies him to serve as a member of our board of directors.	63 April 2016

	Director
	Age Since
John M. Leonard, M.D., has served as our President and Chief Executive Officer since January 2018, and as a member of our board of directors since July 2014. Dr. Leonard previously served as our executive vice president, research and development since January 2017, and prior to that served as our chief medical officer from July 2014 to January 2017. Prior to joining Intellia, Dr. Leonard was chief scientific officer and senior vice president of research & development at AbbVie, Inc. (AbbVie), a biopharmaceutical company, from its spin-out from Abbott Laboratories in January 2013 until retiring at the end of 2013. Prior to the formation of AbbVie, from 2008 to 2012, he was global head of pharmaceutical R&D at Abbott Laboratories (Abbott), a pharmaceutical and health care products company. Dr. Leonard has over 30 years of combined experience in medicine, research and management serving in various roles at Abbott beginning in 1992. In addition to the board of directors of Intellia, Dr. Leonard has served on the board of directors of Quintiles since February 2015 and on the board of its successor company, IQVIA Holdings Inc., formed by the merger of Quintiles and IMS, since October 2016; Chimerix, Inc. since June 2014; and Vitae Pharmaceuticals, Inc. from July 2015 until its sale in October 2016. He received a B.A. in biochemistry from the University of Wisconsin at Madison and an M.D. from Johns Hopkins University. Dr. Leonard completed his residency in internal medicine at Stanford University School of Medicine, and then completed a postdoctoral fellowship in molecular virology at the National Institute of Allergy and Infectious Diseases at the National Institutes of Health. We believe that Dr. Leonard's extensive executive leadership experience and experience in drug development and the biopharmaceutical industry provides him with the qualifications and skills to serve as a director of our company.	60 July 2014

There are no family relationships between or among any of our directors or executive officers. The principal occupation and employment during the past five years of each of our directors was carried on, in each case except as specifically identified above, with a corporation or organization that is not a parent, subsidiary or other affiliate of us. There is no arrangement or understanding between any of our directors and any other person or persons pursuant to which he or she is to be selected as a director.

There are no material legal proceedings to which any of our directors is a party adverse to us or any of our subsidiaries or in which any such person has a material interest adverse to us or our subsidiary.

Executive Officers Who Are Not Directors

Biographical information for our executive officers who are not directors is listed below.

	Officer
	Age Since
<p>Graeme Bell has served as our executive vice president, chief financial officer since December 2016. From May 2015, prior to joining Intellia, Mr. Bell was executive vice president and chief financial officer of Anacor Pharmaceuticals, Inc. (Anacor), a publicly traded biopharmaceutical company acquired by Pfizer, Inc. in June 2016. Mr. Bell joined Anacor from Merck & Co., Inc. (Merck) where he served on the finance leadership team and from 2010 until May 2015 as vice president, country chief financial officer of the U.S. market, responsible for the financial oversight and support of Merck’s U.S. commercial pharmaceutical and vaccine business. Prior to his most recent role with Merck, Mr. Bell served in positions of increasing responsibility at Merck, including as global pharmaceutical franchises controller from 2009 to 2010, country chief financial officer of U.K. from 2008 to 2009 and global head of investor relations from 2004 to 2008. Mr. Bell is a Fellow of the Chartered Institute of Management Accountants (U.K.) and has a M.B.A. from Durham University (U.K.).</p>	<p>51 December 2016</p>
<p>José E. Rivera, J.D., has served as our executive vice president, general counsel since January 2017 and previously served as our chief operating officer and chief legal officer from April 2015 to January 2017. He joined Intellia in July 2014 as our general counsel and chief talent officer. Prior to joining Intellia, Mr. Rivera was the vice president, chief ethics and compliance officer at AbbVie from its spin-out from Abbott in January 2013 until September 2013. From 1996 to 2012, Mr. Rivera was a member of Abbott’s legal division serving in a number of positions of increasing responsibilities, including leading various legal groups as division vice president and associate general counsel, such as Abbott’s global intellectual property group, the intellectual property litigation department, the legal regulatory function and the general litigation department. Mr. Rivera received his B.A. in economics from Boston College and his J.D. from Harvard Law School.</p>	<p>52 July 2014</p>

The principal occupation and employment during the past five years of each of our executive officers was carried on, in each case except as specifically identified above, with a corporation or organization that is not a parent, subsidiary or other affiliate of us. There is no arrangement or understanding between any of our executive officers and any other person or persons pursuant to which he was or is to be selected as an executive officer.

There are no material legal proceedings to which any of our executive officers is a party adverse to us or our subsidiary or in which any such person has a material interest adverse to us or our subsidiary.

PROPOSAL NO. 2 – RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INTELLIA’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018

Intellia’s stockholders are being asked to ratify the appointment by the audit committee of the board of directors of Deloitte & Touche LLP as Intellia’s independent registered public accounting firm for the fiscal year ending December 31, 2018. Deloitte & Touche LLP has served as Intellia’s independent registered public accounting firm since 2015.

The audit committee is solely responsible for selecting Intellia’s independent registered public accounting firm for the fiscal year ending December 31, 2018. Stockholder approval is not required to appoint Deloitte & Touche LLP as Intellia’s independent registered public accounting firm. However, the board of directors believes that submitting the appointment of Deloitte & Touche LLP to the stockholders for ratification is good corporate governance. If the stockholders do not ratify this appointment, the audit committee will reconsider whether to retain Deloitte & Touche LLP. If the selection of Deloitte & Touche LLP is ratified, the audit committee, at its discretion, may direct the appointment of a different independent registered public accounting firm at any time it decides that such a change would be in the best interest of Intellia and its stockholders.

A representative of Deloitte & Touche LLP is expected to be present at the Annual Meeting and will have an opportunity to make a statement if he or she desires to do so and to respond to appropriate questions from our stockholders.

Intellia incurred the following fees from Deloitte & Touche LLP for the audit of the consolidated financial statements and for other services provided during the years ended December 31, 2017 and 2016.

	2017	2016
Audit fees (1)	\$463,266	\$401,800
Audit-related fees	—	—
Tax fees (2)	—	3,120
All other fees (3)	1,895	2,000
Total fees	\$465,161	\$406,920

(1) Audit fees consist of fees for the audit of our annual financial statements, the review of our interim financial statements included in our quarterly reports on Form 10–Q, and for related services that are normally provided in connection with registration statements, including the registration statements for a public offering of our common stock which was completed in November 2017. In 2016, beyond the routine audit fees, we incurred expenses relating to other professional services provided in connection with registration statements including our initial public offering in May 2016.

(2) Tax Fees consist of fees for tax compliance, advice and tax services.

(3) All other fees represent payment for access to the Deloitte & Touche LLP online accounting research database. Audit Committee Pre-approval Policy and Procedures

Our audit committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by our independent registered public accounting firm. This policy provides that we will not engage our independent registered public accounting firm to render audit or non-audit services unless the service is specifically approved in advance by our audit committee or the engagement is entered into pursuant to the pre-approval procedure described below.

From time to time, our audit committee may pre-approve specified types of services that are expected to be provided to us by our independent registered public accounting firm during the next 12 months. Any such pre-approval details the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

During our 2017 and 2016 fiscal years, no services were provided to us by Deloitte & Touche LLP other than in accordance with the pre-approval policies and procedures described above.

The board of directors recommends voting “FOR” Proposal No. 2 to ratify the appointment of Deloitte & Touche LLP as Intellia’s independent registered public accounting firm for the fiscal year ending December 31, 2018.

CORPORATE GOVERNANCE

Director Nomination Process

Our nominating and corporate governance committee is responsible for identifying individuals qualified to serve as directors, consistent with criteria approved by our board, and recommending such persons to be nominated for election as directors, except where we are legally required by contract, law or otherwise to provide third parties with the right to nominate.

The process followed by our nominating and corporate governance committee to identify and evaluate director candidates includes requests to board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates, and interviews of selected candidates by management, recruiters, members of the committee and our board. The qualifications, qualities and skills that our nominating and corporate governance committee believes must be met by a committee-recommended nominee for a position on our board of directors are as follows:

- Nominees should have experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing.
- Nominees should be highly accomplished in his or her respective field, with superior credentials and recognition.
- Nominees should be well regarded in the community and shall have a long-term reputation for the highest personal and professional integrity.
 - Nominees should have sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards of directors on which such candidate may serve.
- Nominees should have a demonstrated history of actively contributing at board meetings, to the extent the nominee serves or has previously served on other boards.
- Nominees should be most effective, in conjunction with the other candidates to the board, in collectively serving the long-term interests of the stockholders.

Stockholders may recommend individuals to the nominating and corporate governance committee for consideration as potential director candidates. Any such proposals should be submitted to our corporate secretary at our principal executive offices no later than the close of business on the 120th day prior to the first anniversary of the date of the preceding year's annual meeting and should include appropriate biographical and background material to allow the nominating and corporate governance committee to properly evaluate the potential director candidate and the number of shares of our stock beneficially owned by the stockholder proposing the candidate. Stockholder proposals should be addressed to Intellia Therapeutics, Inc., 40 Erie Street, Cambridge, Massachusetts 02139, Attention: Investor Relations / Corporate Secretary. Assuming that biographical and background material has been provided on a timely basis in accordance with our second amended and restated by-laws, any recommendations received from stockholders will be evaluated in the same manner as potential nominees proposed by the nominating and corporate governance committee. If our board of directors determines to nominate a stockholder-recommended candidate and recommends his or her election, then his or her name will be included on our proxy card for the next annual meeting of stockholders. See "Stockholder Proposals" for a discussion of submitting stockholder proposals.

Director Independence

Applicable Nasdaq Stock Market LLC (Nasdaq) rules require a majority of a listed company's board of directors to be comprised of independent directors within one year of listing. In addition, the Nasdaq rules require that, subject to specified exceptions, each member of a listed company's audit, compensation and nominating and corporate governance committees be independent and that audit committee members also satisfy independence criteria set forth in Rule 10A-3 under the Exchange Act and that compensation committee members satisfy independence criteria set forth in Rule 10C-1 under the Exchange Act. Under applicable Nasdaq rules, a director will only qualify as an "independent director" if, in the opinion of the listed company's board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a

director. In order to be considered independent for purposes of Rule 10A-3, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board committee, accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the listed company or any of its subsidiaries or otherwise be an affiliated person of the listed company or any of its subsidiaries. In addition, in affirmatively determining the independence of any director who will serve on a company's compensation committee, Rule 10C-1 under the Exchange Act requires that a company's board of directors must consider all factors specifically relevant to determining whether a director has a relationship to such company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including: the source of compensation to the director, including any consulting, advisory or other compensatory fee paid by such company to the director, and whether the director is affiliated with the company or any of its subsidiaries or affiliates.

Our board of directors has determined that all members of the board of directors, except Dr. Leonard, are independent directors, including for purposes of the rules of Nasdaq and the SEC. In making such independence determination, our board of directors considered the relationships that each non-employee director has with us and all other facts and circumstances that our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director. In considering the independence of the directors listed above, our board of directors considered the association of our directors with the holders of more than 5% of our common stock. There are no family relationships among any of our directors or executive officers. Dr. Leonard is not an independent director under these rules because he is an executive officer of the Company.

Board Committees

Our board of directors has established an audit committee, a compensation committee, and a nominating and corporate governance committee, and a science and technology committee. Each of the audit committee, compensation committee and nominating and corporate governance committee and science and technology committee operates under a charter, and each such committee reviews its respective charter at least annually. A current copy of the charter for each of the audit committee, compensation committee and nominating and corporate governance committee and science and technology committee is posted on the corporate governance section of our website, www.intelliatx.com/corporate-governance.

Audit Committee

Ms. Dorsa, Dr. Formela and Dr. Verwiel serve on the audit committee, which is chaired by Ms. Dorsa. Our board of directors has determined that each of Ms. Dorsa, Dr. Formela and Dr. Verwiel is “independent” for audit committee purposes as that term is defined in the applicable rules of the SEC and Nasdaq, and has sufficient knowledge in financial and auditing matters to serve on the audit committee. Our board of directors has designated Ms. Dorsa as an “audit committee financial expert,” as defined under the applicable rules of the SEC. During the fiscal year ended December 31, 2017, the audit committee met seven times. The report of the audit committee is included in this proxy statement under “Report of the Audit Committee.” The audit committee’s responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm
- pre-approving auditing and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm
- reviewing the overall audit plan with our independent registered public accounting firm and members of management responsible for preparing our financial statements
- reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us
- coordinating the oversight and reviewing the adequacy of our internal control over financial reporting
- establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns
- recommending based upon the audit committee’s review and discussions with management and our independent registered public accounting firm whether our audited financial statements shall be included in our Annual Report on Form 10-K
- monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters
- preparing the audit committee report required by SEC rules to be included in our annual proxy statement
- reviewing all related person transactions for potential conflict of interest situations and approving all such transactions and
- reviewing quarterly earnings releases.

All audit and non-audit services, other than de minimis non-audit services, to be provided to us by our independent registered public accounting firm must be approved in advance by our audit committee.

Compensation Committee

Ms. Dorsa, Dr. Formela and Mr. Karsen serve on the compensation committee, which is chaired by Dr. Formela. Our board of directors has determined that each member of the compensation committee is “independent” as defined in the applicable Nasdaq rules. During the fiscal year ended December 31, 2017, the compensation committee met four times. The compensation committee’s responsibilities include, but are not limited to:

- annually reviewing and recommending to the board of directors the corporate goals and objectives relevant to the compensation of our Chief Executive Officer
- evaluating the performance of our Chief Executive Officer in light of such corporate goals and objectives and based on such evaluation: (i) recommending to the board of directors the cash compensation of our Chief Executive Officer and (ii) reviewing and approving grants and awards to our Chief Executive Officer under equity-based plans
- reviewing and recommending to the board of directors the cash compensation of our executive officers other than our Chief Executive Officer
- determining the equity compensation of our executive officers other than our Chief Executive Officer under equity-based plans
 - providing oversight of management’s decision regarding the compensation of all members of senior management beyond the Chief Executive Officer and executive officers including director compensation;
- reviewing and establishing our overall management compensation, philosophy and policy
- reviewing, overseeing and administering our employee compensation and employee benefit programs
- evaluating and assessing potential and current compensation advisors to the committee in accordance with the independence standards identified in the applicable Nasdaq rules
- retaining and approving the compensation of any compensation advisors
- reviewing and approving our policies and procedures for the grant of equity-based awards
 - reviewing and recommending to the board of directors the compensation of our directors
- preparing the compensation committee report required by SEC rules, if and when required, to be included in our annual proxy statement and
- reviewing and approving the retention or termination of any consulting firm or outside advisor to assist the committee in the evaluation of compensation matters.

Compensation Committee Interlocks and Insider Participation

During 2017, the members of our compensation committee included Ms. Dorsa, Mr. Karsen and Drs. Formela, Gordon and Slaoui. Drs. Gordon and Slaoui resigned from our board of directors and all committees thereof in July 2017 and August 2017, respectively. None of the members of our compensation committee was an employee or officer of the Company during 2017, a former officer of the Company, or had any other relationships with us requiring disclosure herein. None of our executive officers currently serves or has served as a director or member of the compensation committee (or other committee serving an equivalent function) of any other entity whose executive officers served as one of our directors or a member of the compensation committee.

Nominating and Corporate Governance Committee

Ms. Dorsa, Dr. Verwiel and Mr. Karsen serve on the nominating and corporate governance committee, which is chaired by Mr. Karsen. Our board of directors has determined that each member of the nominating and corporate governance committee is “independent” as defined in the applicable Nasdaq rules. During the fiscal year ended December 31, 2017, the nominating and corporate governance committee met four times. The nominating and corporate governance committee’s responsibilities include:

- developing and recommending to the board of directors criteria for board and committee membership
-

establishing procedures for identifying and evaluating board of director candidates, including nominees recommended by stockholders
• reviewing the composition of the board of directors to ensure that it is composed of members containing the appropriate skills and expertise to advise us
• identifying individuals qualified to become members of the board of directors

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- recommending to the board of directors the persons to be nominated for election as directors and to each of the board's committees
- developing and recommending to the board of directors a code of business conduct and ethics and a set of corporate governance guidelines
- overseeing the evaluation of our board of directors and management;
- in regard to the consideration of any director candidates recommended by security holders, provide a description of the material elements of that policy, which shall include, but need not be limited to, a statement as to whether the committee will consider director candidates recommended by security holders;
- if the nominating committee does not have a policy with regard to the consideration of any director candidates recommended by security holders, state that fact and state the basis for the view of the board of directors that it is appropriate for the registrant not to have such a policy; and
 - if the nominating committee will consider candidates recommended by security holders, describe the procedures to be followed by security holders in submitting such recommendations.

Board and Committee Meetings Attendance

The full board of directors met sixteen times during 2017. During 2017, each member of the board of directors attended in person or participated in 75% or more of the aggregate of (i) the total number of meetings of the board of directors (held during the period for which such person has been a director) and (ii) the total number of meetings held by all committees of the board of directors on which such person served (during the periods that such person served).

Director Attendance at Annual Meeting of Stockholders

Directors are responsible for attending the annual meeting of stockholders. Each member of the board of directors then in office attended the annual meeting of stockholders on May 18, 2017.

Policy on Trading, Pledging and Hedging of Company Stock

Certain transactions in our securities (such as purchases and sales of publicly traded put and call options, and short sales) create a heightened compliance risk or could create the appearance of misalignment between management and stockholders. In addition, securities held in a margin account or pledged as collateral may be sold without consent if the owner fails to meet a margin call or defaults on the loan, thus creating the risk that a sale may occur at a time when an officer or director is aware of material, non-public information or otherwise is not permitted to trade in Company securities. Our insider trading policy expressly prohibits, without prior approval, short sales and derivative transactions of our stock by our executive officers, directors and specified other employees and their respective affiliates, purchases or sales of puts, calls or other derivative securities of the company or any derivative securities that provide the economic equivalent of ownership of any of our securities or an opportunity, direct or indirect, to profit from any change in the value of our securities, or other hedging transactions. In addition, our insider trading policy expressly prohibits our executive officers, directors and specified other employees and their respective affiliates from borrowing against company securities held in a margin account, or, without prior approval, pledging our securities as collateral for a loan.

Code of Business Conduct and Ethics

We have adopted a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A current copy of the code is posted on the corporate governance section of our website, which is located at www.intelliatx.com/corporate-governance. If we make any substantive amendments to, or grant any waivers from, the code of business conduct and ethics for any officer or director, we will disclose the nature of such amendment or waiver on our website or in a current report on Form 8-K.

Board Leadership Structure and Board's Role in Risk Oversight

Currently, the role of chairman of the board is separated from the role of Chief Executive Officer. We believe that separating these positions allows our Chief Executive Officer to focus on our day-to-day business, while allowing a chairman of the board to lead the board of directors in its fundamental role of providing advice to, and independent oversight, of management. Our board of directors recognizes the time, effort and energy that the Chief Executive Officer is required to devote to his position in the current business environment, as well as the commitment required to serve as our chairman, particularly as the board of directors' oversight responsibilities continue to grow. While our second amended and restated by-laws and corporate governance guidelines do not

require that our chairman and Chief Executive Officer positions be separate, our board of directors believes that having separate positions is the appropriate leadership structure for us at this time and demonstrates our commitment to good corporate governance.

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including risks relating to our financial condition, development and commercialization activities, operations, strategic direction and intellectual property. Management is responsible for the day-to-day management of risks we face, while our board of directors, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, our board of directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

The role of the board of directors in overseeing the management of our risks is conducted primarily through committees of the board of directors, as disclosed in the descriptions of each of the committees below and in the charters of each of the committees. The full board of directors (or the appropriate board committee in the case of risks that are under the purview of a particular committee) discusses with management our major risk exposures, their potential impact on us, and the steps we take to manage them. When a board committee is responsible for evaluating and overseeing the management of a particular risk or risks, the chairman of the relevant committee reports on the discussion to the full board of directors during the committee reports portion of the next board meeting. This enables the board of directors and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

Communication with the Directors of Intellia

Any interested party with concerns about our company may report such concerns to the board of directors or the chairman of our board of directors and nominating and corporate governance committee, by submitting a written communication to the attention of such director at the following address:

c/o Intellia Therapeutics, Inc.
40 Erie Street
Cambridge, Massachusetts 02139
United States

You may submit your concern anonymously or confidentially by postal mail. You may also indicate whether you are a stockholder, customer, supplier, or other interested party.

A copy of any such written communication may also be forwarded to Intellia's legal counsel and a copy of such communication may be retained for a reasonable period of time. The director may discuss the matter with Intellia's legal counsel, with independent advisors, with non-management directors, or with Intellia's management, or may take other action or no action as the director determines in good faith, using reasonable judgment, and applying his or her own discretion.

Communications may be forwarded to other directors if they relate to important substantive matters and include suggestions or comments that may be important for other directors to know. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances, and matters as to which we tend to receive repetitive or duplicative communications.

The audit committee oversees the procedures for the receipt, retention, and treatment of complaints received by Intellia regarding accounting, internal accounting controls, or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, internal accounting controls or auditing

matters. Intellia has also established a toll-free telephone number for the reporting of such activity, which is 1-844-417-8866.

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Director Compensation

The table below shows all compensation paid to our non-employee directors during 2017.

Name	Fees Paid	Option Awards	Total
	In Cash (\$) ⁽¹⁾	(\$) ⁽²⁾ (3)	
Caroline Dorsa	58,580	201,924	260,504
Jean-François Formela, M.D.	—	201,924	201,924
Carl L. Gordon, Ph.D., CFA (4)	—	—	—