

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 *
Atlas Venture Fund IX, L.P.

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)
25 FIRST STREET; SUITE 303

(Street)

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

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

CAMBRIDGE, MA 02141

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

(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 Ownership (Instr. 4)
Common Stock	05/11/2016		C	V Amount A	611,827 (1) 611,827	D (2)	
Common Stock	05/11/2016		C	V Amount A	2,463,201 (1) 3,075,028	D (2)	
Common Stock	05/11/2016		C	V Amount A	862,120 (1) 3,937,148	D (2)	
Common Stock	05/11/2016		C	V Amount A	492,640 (1) 4,429,788	D (2)	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Founder Stock	(1)	05/11/2016		C	946,237	(1) (1)	Common Stock 611,827
Series A-1 Preferred Stock	(1)	05/11/2016		C	3,809,524	(1) (1)	Common Stock 2,463,20
Series A-2 Preferred Stock	(1)	05/11/2016		C	1,333,333	(1) (1)	Common Stock 862,120
Series B Preferred Stock	(1)	05/11/2016		C	761,905	(1) (1)	Common Stock 492,640

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Atlas Venture Fund IX, L.P. 25 FIRST STREET; SUITE 303 CAMBRIDGE, MA 02141		X		
Atlas Venture Associates IX, L.P. 25 FIRST STREET; SUITE 303 CAMBRIDGE, MA 02141		X		
Atlas Venture Associates IX, LLC 25 FIRST STREET; SUITE 303 CAMBRIDGE, MA 02141		X		

Signatures

Atlas Venture Fund IX, LP, By: Atlas Venture Associates IX, LP, its general partner, By: Atlas Venture Associates IX, LLC, its general partner, By: Frank Castellucci, General Counsel /s/ Frank Castellucci

05/11/2016

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<u>Signature of Reporting Person</u>	Date
Atlas Venture Associates IX, LP, By: Atlas Venture Associates IX, LLC, its general partner, By: Frank Castellucci, General Counsel /s/ Frank Castellucci	05/11/2016
<u>Signature of Reporting Person</u>	Date
Atlas Venture Associates IX, LLC, By: Frank Castellucci, General Counsel /s/ Frank Castellucci	05/11/2016
<u>Signature of Reporting Person</u>	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).
Each share of Founder Stock, Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock was automatically
(1) 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.
The shares are held directly 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. Each of AVA IX LP and AVA IX LLC disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Fund IX, except to the extent of its pecuniary interest therein, if any.
(2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.