

Intellia Therapeutics, Inc.
Form 4
March 13, 2017

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

(Last) (First) (Middle)

C/O INTELLIA THERAPEUTICS,
INC., 40 ERIE STREET, SUITE 130

(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)
03/09/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)		
			Code	V	Amount (A) or (D) Price				
Common Stock ⁽¹⁾	03/09/2017		S		15,628	D	\$ 13.849 ⁽²⁾ 5,504	I	See Footnote ⁽¹⁾
Common Stock ⁽¹⁾	03/10/2017		S		5,504	D	\$ 14.0644 ⁽³⁾ 0	I	See Footnote ⁽¹⁾
Common Stock								I	See Footnote ⁽⁴⁾
									3,729,788

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

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and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) of this Form 4.

Represents shares held directly by Atlas Venture Fund IX, L.P. (the "Fund"). The general partner of the Fund is AVA IX LP. AVA IX

- (4) LLC is the general partner of AVA IX LP. Dr. Formela is a member of AVA IX LLC and disclaims Section 16 beneficial ownership of the securities held by the Fund, except to the extent of his pecuniary interest therein, if any.

Remarks:

Exhibit 24 - Power of Attorney filed herewith

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.