

Intellia Therapeutics, Inc.  
Form 4  
May 11, 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

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Novartis Institutes for BioMedical  
Research, Inc.

(Last) (First) (Middle)

250 MASSACHUSETTS AVENUE

(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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 05/11/2016                              |                                                             | C                                    | 3,079,001                                                               | A <u>11</u> 3,079,001                                                                                              | D <u>(2)</u>                                                            |                                                                                |
| Common<br>Stock                       | 05/11/2016                              |                                                             | C                                    | 1,724,240                                                               | A <u>11</u> 4,803,241                                                                                              | D <u>(2)</u>                                                            |                                                                                |
| Common<br>Stock                       | 05/11/2016                              |                                                             | C                                    | 492,640                                                                 | A <u>11</u> 5,295,881                                                                                              | D <u>(2)</u>                                                            |                                                                                |
| Common<br>Stock                       | 05/11/2016                              |                                                             | P                                    | 277,777                                                                 | A \$ 18 5,573,658                                                                                                  | D <u>(2)</u>                                                            |                                                                                |

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

**Persons who respond to the collection of  
information contained in this form are not**

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                              |
| Series A-1 Preferred Stock                 | (1)                                                    | 05/11/2016                           |                                                    | C                              | 4,761,905                                                                               | (1) (3)                                                  | Common Stock 3,079,000                                        |
| Series A-2 Preferred Stock                 | (1)                                                    | 05/11/2016                           |                                                    | C                              | 2,666,666                                                                               | (1) (3)                                                  | Common Stock 1,724,240                                        |
| Series B Preferred Stock                   | (1)                                                    | 05/11/2016                           |                                                    | C                              | 761,905                                                                                 | (1) (3)                                                  | Common Stock 492,640                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                      | Director      | 10% Owner | Officer | Other |
| Novartis Institutes for BioMedical Research, Inc.<br>250 MASSACHUSETTS AVENUE<br>CAMBRIDGE, MA 02139 |               | X         |         |       |
| NOVARTIS AG<br>LICHTSTRASSE 35<br>BASEL, V8 CH4056                                                   |               | X         |         |       |

## Signatures

NOVARTIS INSTITUTES FOR BIOMEDICAL RESEARCH, INC., By: /s/ Scott Brown, Vice President and General Counsel 05/11/2016

\_\_Signature of Reporting Person

Date

NOVARTIS AG, By: /s/ Katja Roth Pellanda and /s/ Christian Rehm

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 Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock was automatically 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.
- (2) The shares are held directly by Novartis Institutes for BioMedical Research, Inc. ("NIBRI"). NIBRI is an indirect wholly-owned subsidiary of, and controlled by, Novartis AG.
- (3) 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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