

Intellia Therapeutics, Inc.

Form 4

March 13, 2017

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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 0 (3)	I See Footnote (1)
Common Stock							3,729,788 I See Footnote (4)

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FORMELA JEAN FRANCOIS
C/O INTELLIA THERAPEUTICS, INC.
40 ERIE STREET, SUITE 130
CAMBRIDGE, MA 02139

X

Signatures

/s/ Ommer Chohan,
Attorney-in-Fact

03/13/2017

__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) Represents shares sold by 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. Dr. Formela is a member of AVA IX LLC and disclaims Section 16 beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.75 - \$14.02, inclusive. The reporting person undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) of this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.86 - \$14.33, inclusive. The reporting person undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities

Edgar Filing: Intellia Therapeutics, Inc. - Form 4

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.