

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 *
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 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 | 3,079,001 A <u>1</u> 3,079,001 | D <u>(2)</u> | |
| Common Stock | 05/11/2016 | | C | V | 1,724,240 A <u>1</u> 4,803,241 | D <u>(2)</u> | |
| Common Stock | 05/11/2016 | | C | V | 492,640 A <u>1</u> 5,295,881 | D <u>(2)</u> | |
| Common Stock | 05/11/2016 | | P | V | 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)

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

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. 250 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139 | | X | | |
| NOVARTIS AG LICHTSTRASSE 35 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. 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.