

Intellia Therapeutics, Inc.

Form 4

March 07, 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 *
 Atlas Venture Fund IX, L.P.

(Last) (First) (Middle)

25 FIRST STREET, SUITE 303

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol

Intellia Therapeutics, Inc. [NTLA]

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

03/03/2017

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/03/2017		J ⁽¹⁾		700,000	D	<u>11</u>
					3,729,788	D	⁽²⁾

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

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 information contained in this form are not
 required to respond unless the form
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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr	
				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
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 Associate IX, LLC, its general partner By: /s/ Frank Castellucci, General
Counsel 03/07/2017

__Signature of Reporting Person Date

Atlas Venture Associates IX, L.P. By: Atlas Venture Associates IX, LLC, its general partner,
By: /s/ Frank Castellucci, General Counsel 03/07/2017

__Signature of Reporting Person Date

Atlas Venture Associates IX, LLC, By: /s/ Frank Castellucci, General Counsel 03/07/2017

__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) On March 3, 2017, Atlas Venture Fund IX, L.P. ("Atlas Venture Fund IX") distributed, for no consideration, 700,000 shares of the Issuer's Common Stock pro-rata to its partners, including its limited partners and its general partner, Atlas Venture Associates IX, L.P.

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("AVA IX LP"), in accordance with the exemptions afforded by Rule 16a-9 and Rule 16a-13 of the Securities Exchange Act of 1934, as amended (the "Act").

- The shares are held directly by Atlas Venture Fund IX. Each of AVA IX LP and Atlas Venture Associates IX, LLC, its general partner
- (2) ("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.

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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