

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.

2. Issuer Name and Ticker or Trading Symbol
 Intellia Therapeutics, Inc. [NTLA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 25 FIRST STREET, SUITE 303
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/03/2017

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

CAMBRIDGE, MA 02141

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Price			
Common Stock	03/03/2017		J ⁽¹⁾	700,000 D	(\$ 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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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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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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