FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l		PROVAL
	OMB Number:	3235-028

87 Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					UI	Section	1 30(11)	OI LIII	e iliv	resumer	ii Ct	этграгіу Асі	01 1940									
1. Name and FORMI		2. Issuer Name and Ticker or Trading Symbol Intellia Therapeutics, Inc. [NTLA]										Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner										
FORMELA JEAN FRANCOIS					- _	_									**		ctor er (give title		10% Owner Other (specify			
(Last) (First) (Middle) C/O INTELLIA THERAPEUTICS, INC.						3. Date of Earliest Transaction (Month/Day/Year) 03/20/2018										below) b						
40 ERIE STREET, SUITE 130					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) CAMBRIDGE MA 02139				_											X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(St	ate) (Zip)																			
		Tabl	e I -	Non-Deriv	/ativ	e Sec	uritie	es A	cqu	uired,	Dis	sposed o	of, or l	Benefic	ially	Owne	ed					
Date				2. Transactio Date (Month/Day/\	ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		te,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and				Beneficially Owned Followir		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		Ownership		
								Ī	Code	e V	Aı	mount	(A) or (D)	Price		Reporte Transa (Instr. 3	ed ction(s) 3 and 4)			(Instr. 4)		
Common Stock ⁽¹⁾ 03/20/201					18				S		2,617 D \$25.00		\$25.06	01(2)	36,628		I		See Footnote ⁽¹⁾			
Common Stock ⁽¹⁾ 03/20/2018					18	3			S			36,628	D	\$23.784 ⁽³⁾		0				See Footnote ⁽¹⁾		
Common Stock															2,2	79,788			See Footnote ⁽⁴⁾			
		Та	ble	II - Derivat (e.g., p								osed of, convertib				wned						
Derivative Conversion Date Executity Or Exercise (Month/Day/Year) if any						5. Number of Derivativ Securitie Acquired (A) or Disposec of (D) (Instr. 3, 4 and 5)		vative irities iired or osed) r. 3, 4	(N	xpiratio	xercisable and n Date ay/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		Der Sec (Ins	Price of ivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	v	(A)	(D)		ate xercisal	ble	Expiration Date	Title	Amount or Number of Shares										

Explanation of Responses:

- 1. Represents shares sold by Atlas Venture Associates IX, L.P. ("AVA IX LP"), which is the general partner of Atlas Venture Fund IX, L.P. (the "Fund"). On March 16, 2018 AVA IX LP received 39,245 shares of the issuer's common stock from the Fund 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"). 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 \$25.00 \$25.19, 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 \$23.70 \$23.86, 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
- 4. Represents shares held directly by the Fund. The general partner of the Fund is AVA IX LP. 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.

Remarks:

Exhibit 24 - Power of Attorney (incorporated by reference to Exhibit 24, Power of Attorney, filed on Form 4 with the SEC on March 13, 2017 by the reporting person)

By: /s/ Frank Castellucci, 03/22/2018 Attorney-In-Fact

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of <u>Ommer Chohan</u> and <u>Frank Castellucci</u>, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Intellia Therapeutics, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of May 4, 2016.

/s/ Jean-Francois Formela
Signature
Jean-Francois Formela
Print Name