
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): January 23, 2019

INTELLIA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37766
(Commission
File Number)

36-4785571
(I.R.S. Employer
Identification No.)

40 Erie Street, Suite 130
Cambridge, Massachusetts
(Address of principal executive offices)

02139
(Zip Code)

Registrant's telephone number, including area code: (857) 285-6200

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 23, 2019, the Company elected Fred Cohen, M.D., D.Phil, as a Class II director, with a term expiring at the 2021 annual meeting of stockholders. Dr. Cohen was also elected to the Compensation Committee of the Board of Directors (the "Board") on January 23, 2019.

Dr. Cohen was a professor of Cellular and Molecular Pharmacology, Medicine, Biochemistry and Biophysics at the University of California, San Francisco (UCSF) from 1980 through 2014. He currently serves on the board of directors of Genomic Health Inc., CareDx, Inc., Veracyte, Inc., Tandem Diabetes Care, Inc., and UroGen Pharma LTD., as well as various other private companies. Dr. Cohen served on the board of directors of Quintiles Transnational Holdings Inc. from 2007 through 2014. He also is a member of the National Academy of Medicine and the American Academy of Arts and Sciences. Dr. Cohen received his bachelor's degree in Molecular Biophysics and Biochemistry from Yale University, his D.Phil. in Molecular Biophysics from the University of Oxford on a Rhodes Scholarship, his Doctor of Medicine from Stanford University and his postdoctoral training and postgraduate medical training in Internal Medicine and Endocrinology at UCSF. Dr. Cohen also serves as a Senior Managing Director at Vida Ventures, a venture capital firm that he co-founded in 2017.

Dr. Cohen does not have any family relationships with any of the executive officers or directors of the Company. There are no arrangements or understandings between Dr. Cohen and any other person pursuant to which he was elected as a director of the Company.

As a non-employee director, Dr. Cohen will receive cash compensation paid by the Company pursuant to its non-employee director compensation program. In addition, under the Company's director compensation program, upon his election as a director, Dr. Cohen was granted an option on January 23, 2019 to purchase 38,000 shares of the Company's common stock, par value \$0.0001 per share, at an exercise price per share of \$13.78. This option vests as to 33 1/3% of the total award one year after the date of grant and thereafter in substantially equal quarterly installments during the three years following the grant date, subject to continued service through such date, and becomes exercisable in full upon the occurrence of a change in control of the Company.

Also in connection with his election to the Board, Dr. Cohen will enter in to the Company's standard form of indemnification agreement, a copy of which was filed as Exhibit 10.6 to Amendment No. 3 to the Company's Registration Statement on Form S-1 (File No. 333-210689) filed with the Securities and Exchange Commission on April 27, 2016. Pursuant to the terms of this agreement, the Company may be required, among other things, to indemnify Dr. Cohen for some expenses, including attorneys' fees, judgments, fines and settlement amounts respectively incurred by him in any action or proceeding arising out of his respective service as one of our directors.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are included in this report:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press release dated January 24, 2019. |

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: January 24, 2019

Intellia Therapeutics, Inc.

By: /s/ John M. Leonard

Name: John M. Leonard

Title: Chief Executive Officer and President



PRESS RELEASE

Intellia Therapeutics Names Fred Cohen, M.D., to Board of Directors

CAMBRIDGE, Mass., January 24, 2019 (GLOBE NEWSWIRE) – Intellia Therapeutics, Inc. (NASDAQ:NTLA), a leading genome editing company focused on developing curative therapeutics using CRISPR/Cas9 technology both *in vivo* and *ex vivo*, has appointed Fred Cohen, M.D., D.Phil, F.A.C.P., to its board of directors. Dr. Cohen, a noted veteran of the biotechnology industry with vast experience across multiple companies, joins Intellia’s board as the company’s pipeline heads toward clinical development.

“We are honored to have Fred join Intellia’s board of directors. Fred has experience in the biotech industry that is unsurpassed for its breadth and depth. He has worked with early-stage companies as they move to the clinic as well as helped mature, product-based organizations pursue growth strategies,” said Intellia President and Chief Executive Officer John Leonard, M.D. “Fred brings deep insights to realizing the vast potential of genome editing therapy, both for *in vivo* and engineered cell approaches, and he will help Intellia further our strategic goal of building a full-spectrum genome editing company.”

Dr. Cohen is a founder and senior managing director at Vida Ventures. Prior to Vida, he founded and was a partner at TPG Biotechnology, where he served 16 years. Dr. Cohen also was previously the chief of endocrinology and metabolism and a professor of cellular and molecular pharmacology, medicine, biochemistry and biophysics at the University of California, San Francisco (UCSF).

Elected to the National Academy of Medicine in 2004 and the American Academy of Arts and Sciences in 2008, Dr. Cohen is best known as a pioneer in prion diseases, has published over 200 papers and has received multiple awards. He currently serves on the board of directors of Genomic Health Inc., CareDx Inc., Veracyte Inc., Tandem Diabetes Care Inc. and UroGen Pharmaceuticals LTD, as well as various other private companies.

Dr. Cohen received his bachelor’s degree in molecular biophysics and biochemistry from Yale University, his D.Phil. in molecular biophysics from the University of Oxford on a Rhodes Scholarship, his doctor of medicine from Stanford University and his postdoctoral training and postgraduate medical training in internal medicine and endocrinology at UCSF.

About Intellia Therapeutics

Intellia Therapeutics is a leading genome editing company focused on developing proprietary, curative therapeutics using the CRISPR/Cas9 system. Intellia believes the CRISPR/Cas9 technology has the potential to transform medicine by permanently editing disease-associated genes in the human body with a single treatment course, and through improved cell therapies that can treat cancer and immunological diseases, or can replace patients' diseased cells. The combination of deep scientific, technical and clinical development experience, along with its leading intellectual property portfolio, puts Intellia in a unique position to unlock broad therapeutic applications of the CRISPR/Cas9 technology and create a new class of therapeutic products. Learn more about Intellia Therapeutics and CRISPR/Cas9 at intelliatx.com and follow us on Twitter @intelliatweets.

Forward-Looking Statements

This press release contains “forward-looking statements” of Intellia Therapeutics, Inc. (“Intellia”) within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, express or implied statements regarding Intellia’s ability to advance and expand the CRISPR/Cas9 technology to develop into human therapeutic products, as well as our CRISPR/Cas9 intellectual property portfolio; our ability to achieve stable or effective genome editing; the timing and potential achievement of milestones to advance our pipeline; and our growth as a company and the anticipated contribution of the members of our board of directors and our executives to our operations and progress.

Any forward-looking statements in this presentation are based on management’s current expectations and beliefs of future events, and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: risks related to Intellia’s ability to protect and maintain our intellectual property position; risks related to the ability of our licensors to protect and maintain their intellectual property position; uncertainties related to the initiation and conduct of studies and other development requirements for our product candidates; the risk that any one or more of Intellia’s product candidates will not be successfully developed and commercialized; the risk that the results of preclinical studies will not be predictive of future results in connection with future studies; the risk that Intellia’s collaborations with Novartis or Regeneron or its other *ex vivo* collaborations will not continue or will not be successful; and risks related to the competitive landscape. For a discussion of these and other risks and uncertainties, and other important factors, any of which could cause Intellia’s actual results to differ from those contained in the forward-looking statements, see the section entitled “Risk Factors” in Intellia’s most recent annual report on Form 10-K and quarterly reports on Form 10-Q filed with the Securities and Exchange Commission, as well as discussions of potential risks, uncertainties, and other important factors in Intellia’s other filings with the Securities and Exchange Commission. All information in this presentation is as of the date of the release, and Intellia Therapeutics undertakes no duty to update this information unless required by law.

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