

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Novartis Institutes for BioMedical Research, Inc.</u> (Last) (First) (Middle) 250 MASSACHUSETTS AVENUE (Street) CAMBRIDGE MA 02139 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Intellia Therapeutics, Inc. [NTLA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	05/16/2018		J ⁽¹⁾	25,074	A	\$0	4,302,147	D ⁽²⁾	
Common Stock	06/18/2018		J ⁽¹⁾	25,074	A	\$0	4,327,221	D ⁽²⁾	
Common Stock	07/16/2018		J ⁽¹⁾	25,074	A	\$0	4,352,295	D ⁽²⁾	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Novartis Institutes for BioMedical Research, Inc.</u> (Last) (First) (Middle) 250 MASSACHUSETTS AVENUE (Street) CAMBRIDGE MA 02139 (City) (State) (Zip)		
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1. Name and Address of Reporting Person *

[NOVARTIS AG](#)

(Last) (First) (Middle)

[LICHTSTRASSE 35](#)

(Street)

[BASEL](#) [V8](#) [CH-4056](#)

(City) (State) (Zip)

Explanation of Responses:

1. Pro rata distribution from Atlas Venture Fund IX, L.P., of which Novartis Institutes for BioMedical Research, Inc. ("NIBRI") is a limited partner.
2. The shares are held directly by NIBRI. NIBRI is an indirect wholly-owned subsidiary of Novartis AG.

Remarks:

[/s/ Scott A. Brown, VP General
Counsel of Novartis Institutes
for BioMedical Research, Inc.](#) [02/14/2019](#)

[/s/ Christian Rehm,
Authorized Signatory on
behalf of Novartis AG](#) [02/14/2019](#)

[/s/ Felix Eichhorn, Authorized
Signatory on behalf of
Novartis AG](#) [02/14/2019](#)

** 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.