

OMB APPROVAL	
OMB Number:	3235-0287
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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Birmingham Nesso</u>  (Last) (First) (Middle) C/O INTELLIA THERAPEUTICS, INC. 40 ERIE STREET; SUITE 130  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2017</u>	
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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2017		S		99,033	D	\$20.278 <sup>(1)</sup>	696,000	D	
Common Stock	12/06/2017		S		12,467	D	\$20.8398 <sup>(2)</sup>	683,533	D	
Common Stock	12/07/2017		S		103,574	D	\$21.0514 <sup>(3)</sup>	579,959	D	
Common Stock	12/07/2017		S		27,566	D	\$21.4572 <sup>(4)</sup>	552,393	D	
Common Stock	12/08/2017		S		94,143	D	\$20.821 <sup>(5)</sup>	458,250	D	

**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)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$19.70 to \$20.69. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.
- The shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$20.70 to \$21.12. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.
- The shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$20.33 to \$21.32. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.
- The shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$21.33 to \$21.65. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.
- The shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$20.51 to \$21.48. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.

**Remarks:**

/s/Jose E. Rivera, Attorney-In-Fact 12/08/2017

\*\* 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.