FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL			
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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 or Section 30(h) of the Investment Company Act of 1940

Cammon Stock   10/07/2020   School   10/07/2020	Owner (specify ) Applicable
(City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Mont	Applicable son porting  7. Nature of Indirect Beneficial Ownership
(Last) (First) (Middle) C/O INTELLIA THERAPEUTICS, INC. 40 ERIE STREET; SUITE 130  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A below) be President and CEO  President and CEO  (Chamber of Original Filed (Month/Day/Year)  (City) (State) (Zip)  (Month/Day/Year)	Applicable son porting  7. Nature of Indirect Beneficial Ownership
4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street)  (Cambridge MA 02139  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 4)  2. Transaction Date (Instr. 5)  2. Transaction Date (Instr. 5)  3. Transaction Date (Instr. 5)  4. Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  4. Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  4. Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  4. Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  4. Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  4. Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  4. Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  4. Securi	7. Nature of Indirect Beneficial Ownership
4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street)  CAMBRIDGE MA 02139  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  22. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  23. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  S. Amount of Securities Beneficially Owned Form: Direct (Instr. 3 and 4)  (Instr. 3 and 4)  (Instr. 3 and 4)  S. Common Stock  10/07/2020  M 5,000  M 5	7. Nature of Indirect Beneficial Ownership
4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street)  CAMBRIDGE MA  O2139  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Paramaction Date (Month/Day/Year)  (Month/	7. Nature of Indirect Beneficial Ownership
Cambridge   MA   O2139   X   Form filed by One Reporting   Form filed by More than One   Form	7. Nature of Indirect Beneficial Ownership
CAMBRIDGE MA 02139  (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) (Month/Day/Year)  (Month/Day/Year)  Code V Amount (A) or Price (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr.	7. Nature of Indirect Beneficial Ownership
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	7. Nature of Indirect Beneficial Ownership
Common Stock   10/07/2020   M   5,000   D   \$21.83   467,352   D	of Indirect Beneficial Ownership
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/	of Indirect Beneficial Ownership
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)   2. Transaction Date (Instr. 3)   3. Transaction Disposed Of (D) (Instr. 3, 4 and 5)   5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)   7. Code   V Amount   2. Transaction (D) (Instr. 3 and 4)   7. Code   V Amount   2. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)   7. Code   V Amount   2. Securities Beneficially Owned Following Reported Transaction (D) (Instr. 3 and 4)   7. Code   V Amount   2. Securities Beneficially Owned Following Reported Transaction (D) or Indirection (	of Indirect Beneficial Ownership
Date (Month/Day/Year)   Disposed Of (D) (Instr. 3, 4 and 5)   Disposed Of (D) (Instr. 4)   Disposed Of (D) (Instr. 3, 4 and 5)   Disposed Of (D) (Instr. 3, 4 and 5)   Disposed Of (D) (Instr. 3, 4 and 5)   Disposed Of (D) (Instr. 4)   Disposed Of (D) (Instr. 3, 4 and 5)   Disposed Of (D) (Instr. 4)   Disposed Of (D)	of Indirect Beneficial Ownership
Month/Day/Year   If any (Month/Day/Year)	Beneficial Ownership
Code   V   Amount   (A) or   Price   Reported   Transaction(s) (Instr. 3 and 4)   Common Stock   10/07/2020   M   5,000   A   \$6.83   472,352   D	
Common Stock         10/07/2020         M         5,000         A         \$6.83         472,352         D           Common Stock         10/07/2020         \$s^{(1)}\$         5,000         D         \$21.83         467,352         D           Common Stock         \$s^{(1)}\$         5,000         D         \$21.83         467,352         D           Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	(
Common Stock 10/07/2020 s <sup>(1)</sup> 5,000 D \$21.83 467,352 D  Common Stock 58,415 I  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	
Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	By
(e.g., puts, calls, warrants, options, convertible securities)	Trust <sup>(2)</sup>
(e.g., puts, calls, warrants, options, convertible securities)	
1. Title of 2. 3. Transaction 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10.	11. Nature
Derivative   Conversion   Date   Execution Date,   Transaction   Of   Expiration Date   Amount of   Derivative   Ownersion   Or Exercise   (Month/Day/Year)   If any   Code (Instr.   Derivative   Ownersion   Ownersion   Oxnersion   Oxn	ip of Indirect Beneficial
(Instr. 3) Price of \ (Month/Day/Year)   8) \ Securities \ Underlying \ (Instr. 5)   Beneficially   Direc	Ownership
Derivative   Acquired   Derivative Security   Owned   or Inc Security   (A) or   (Instr. 3 and 4)   Following   (I) (Inc	
Disposed Reported of (D) Transaction(s)	
(Instr. 3, 4 and 5)	
Amount or	
Number Date Expiration of	
Code V (A) (D) Exercisable Date Title Shares	
Stock Option (right to         \$6.83         10/07/2020         M         5,000         (3)         02/02/2026         Common Stock         5,000         \$0.00         325,234         I	

## **Explanation of Responses:**

- 1. The sales reported on this Form 4 were effected pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- 2. Shares held by the John M. Leonard 2015 Irrevocable Trust.
- 3. The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and has vested in full on February 3, 2020.

## Remarks:

/s/Jose Rivera Attorney-In-Fact 10/09/2020

\*\* 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.

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