

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>SCHIERMEIER ANDREW</u> (Last) (First) (Middle) <u>C/O INTELLIA THERAPEUTICS, INC.</u> <u>40 ERIE STREET; SUITE 130</u> (Street) <u>CAMBRIDGE MA 02139</u> (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Operating Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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	12/31/2020		M		4,792	A	\$0.00	18,033 ⁽¹⁾	D	
Common Stock	01/05/2021		S ⁽²⁾		1,377	D	\$55.86	16,656	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$20.56	12/31/2020 ⁽³⁾		A		9,583 ⁽³⁾		12/31/2020 ⁽³⁾	03/20/2028 ⁽³⁾	Common Stock	9,583	\$0.00	9,583	D	
Restricted Stock Unit (performance-based)	(4)	12/31/2020 ⁽⁴⁾		A		4,792 ⁽⁴⁾		12/31/2020 ⁽⁴⁾	(4)	Common Stock	4,792	\$0.00	4,792	D	
Restricted Stock Unit (performance-based)	(4)	12/31/2020 ⁽⁴⁾		M		4,792 ⁽⁴⁾		12/31/2020 ⁽⁴⁾	(4)	Common Stock	4,792	\$0.00	0	D	

Explanation of Responses:

- Includes 568 shares acquired under the Intellia Therapeutics, Inc. 2016 Employee Stock Purchase Plan on December 31, 2020.
- Shares sold in sell-to-cover transaction in order to satisfy withholding taxes to be paid upon the vesting of 4,792 performance-based restricted stock units ("PRSUs") on December 31, 2020.
- On May 1, 2018, the reporting person was granted an option to purchase 28,750 shares of common stock pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan. The award had performance-based vesting, with one-third of the award vesting upon each achievement of three scientific and regulatory milestones through the calendar year 2020 (the "Performance Milestones"). On December 31, 2020, one of the Performance Milestones was achieved, resulting in the vesting of the option as to 9,583 shares.
- On May 1, 2018, the reporting person was granted 14,375 PRSUs pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan. Each PRSU represents a contingent right to receive one share of the Company's common stock upon vesting, with one-third of the PRSUs vesting upon each achievement of the Performance Milestones through the calendar year 2020. On December 31, 2020, one of the Performance Milestones was achieved, resulting in the vesting of 4,792 PRSUs.

Remarks:

/s/Jose Rivera, Attorney-In-Fact 01/05/2021

** 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.