

OMB APPROVAL	
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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).

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>Rivera Jose E</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2021	
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	04/01/2021		M		33,000	A	\$13.88	148,842	D	
Common Stock	04/01/2021		s ⁽¹⁾		2,010	D	\$80.79 ⁽²⁾	146,832	D	
Common Stock	04/01/2021		s ⁽¹⁾		8,266	D	\$81.89 ⁽³⁾	138,566	D	
Common Stock	04/01/2021		s ⁽¹⁾		3,233	D	\$82.76 ⁽⁴⁾	135,333	D	
Common Stock	04/01/2021		s ⁽¹⁾		3,234	D	\$83.91 ⁽⁵⁾	132,099	D	
Common Stock	04/01/2021		s ⁽¹⁾		1,067	D	\$84.94 ⁽⁶⁾	131,032	D	
Common Stock	04/01/2021		M		21,000	A	\$18.3	152,032	D	
Common Stock	04/01/2021		s ⁽¹⁾		1,256	D	\$80.82 ⁽⁷⁾	150,776	D	
Common Stock	04/01/2021		s ⁽¹⁾		4,818	D	\$81.83 ⁽⁸⁾	145,958	D	
Common Stock	04/01/2021		s ⁽¹⁾		2,728	D	\$82.63 ⁽⁹⁾	143,230	D	
Common Stock	04/01/2021		s ⁽¹⁾		1,724	D	\$83.72 ⁽¹⁰⁾	141,506	D	
Common Stock	04/01/2021		s ⁽¹⁾		963	D	\$84.87 ⁽¹¹⁾	140,543	D	
Common Stock	04/01/2021		M		10,000	A	\$14.58	150,543	D	
Common Stock	04/01/2021		s ⁽¹⁾		700	D	\$80.73 ⁽¹²⁾	149,843	D	
Common Stock	04/01/2021		s ⁽¹⁾		2,644	D	\$81.95 ⁽¹³⁾	147,199	D	
Common Stock	04/01/2021		s ⁽¹⁾		951	D	\$82.87 ⁽¹⁴⁾	146,248	D	
Common Stock	04/01/2021		s ⁽¹⁾		1,049	D	\$83.98 ⁽¹⁵⁾	145,199	D	
Common Stock	04/01/2021		s ⁽¹⁾		123	D	\$85.14	145,076	D	
Common Stock	04/01/2021		M		33,001	A	\$6.83	178,077	D	
Common Stock	04/01/2021		s ⁽¹⁾		1,965	D	\$80.85 ⁽¹⁶⁾	176,112	D	
Common Stock	04/01/2021		s ⁽¹⁾		6,768	D	\$81.87 ⁽¹⁷⁾	169,344	D	
Common Stock	04/01/2021		s ⁽¹⁾		3,361	D	\$82.77 ⁽¹⁸⁾	165,983	D	
Common Stock	04/01/2021		s ⁽¹⁾		2,258	D	\$83.85 ⁽¹⁹⁾	163,725	D	
Common Stock	04/01/2021		s ⁽¹⁾		1,213	D	\$84.73 ⁽²⁰⁾	162,512	D	
Common Stock	04/01/2021		s ⁽¹⁾		124	D	\$85.76	162,388	D	
Common Stock								262,210	I	See Footnote ⁽²¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 or Expiration Date (Month/Day/Year)	7. Title and Class of Securities (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	Transaction							
Common Stock (Instr. 3)	\$13.88	04/01/2021		M		33,000	(22)	01/05/2027	Common Stock	33,000		
Stock Option (right to buy)	\$18.3	04/01/2021		M		21,000	(23)	12/11/2027	Common Stock	21,000	29,090	D
Stock Option (right to buy)	\$14.58	04/01/2021		M	V	(A) (D) 10,000	(24)	12/17/2028	Common Stock	10,000	51,000	D
Stock Option (right to buy)	\$6.83	04/01/2021		M		33,001	(25)	02/02/2026	Common Stock	33,001	6,116	D

Explanation of Responses:

- 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.35 to \$81.30, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.39 to \$82.375, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.3975 to \$83.28, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.455 to \$84.45, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.535 to \$85.38, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.305 to \$81.16, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.31 to \$82.30, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.3175 to \$82.92, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.37 to \$84.17, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.55 to \$85.43, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.44 to \$81.415, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.52 to \$82.46, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.605 to \$83.37, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.69 to \$84.57, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.3925 to \$81.30, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.4025 to \$82.385, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.415 to \$83.37, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.52 to \$84.50, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.55 to \$85.29, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on April 1, 2021 at each separate price.
- Shares are held by Rivak Capital LLC ("Rivak"). Mr. Rivera is a member and the general manager of Rivak and has voting and dispositive power over these shares.
- The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and had vested as to 115,000 shares as of April 1, 2021.
- The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and had vested as to 58,906 shares as of April 1, 2021.
- The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and had vested as to 39,937 shares as of April 1, 2021.
- The stock option award was issued pursuant to the Intellia Therapeutics, Inc. Amended and Restated 2015 Stock Option and Incentive Plan and had vested as to 175,117 shares as of April 1, 2021.

Remarks:

/s/Jose Rivera

04/02/2021

** 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.