

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 2, 2022

INTELLIA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37766
(Commission
File Number)

36-4785571
(I.R.S. Employer
Identification No.)

40 Erie St, Suite 130
Cambridge, Massachusetts 02139
(Address of principal executive offices, including zip code)

(857) 285-6200
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trade Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	NTLA	The NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Definitive Material Agreement.

On February 2, 2022 (the “Effective Date”), Intellia Therapeutics, Inc. (the “Company”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) by and among the Company, RW Acquisition Corp., a Delaware corporation and a wholly-owned direct subsidiary of the Company (“Merger Sub”), Rewrite Therapeutics, Inc., a Delaware corporation (“Rewrite”) and Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as the representative of the Rewrite Holders (as defined below). On the Effective Date, Merger Sub merged with and into Rewrite, with Rewrite surviving as a wholly-owned direct subsidiary of the Company (such transaction, the “Merger”).

Pursuant to the Merger Agreement, and subject to the terms and conditions thereof, the Company will pay Rewrite’s former stockholders and optionholders (the “Rewrite Holders”) upfront consideration in an aggregate amount of approximately \$45.0 million payable in cash, excluding customary purchase price adjustments. In addition, the Rewrite Holders will be eligible to receive up to an additional \$155.0 million in milestone payments upon the achievement of certain pre-specified research and regulatory approval milestones, payable through a mixture of \$130.0 million in cash and \$25.0 million in shares of common stock, par value \$0.0001 per share (“Common Stock”). Specifically, such shares of Common Stock shall be valued using the volume-weighted average price of Common Stock of the Company over the ten (10) consecutive trading day period ending on and including the trading day that is two (2) trading days immediately prior to the issuance of the consideration issued in connection with the applicable milestone (the “Milestone Stock Consideration”).

The Merger Agreement includes customary representations, warranties and covenants of Rewrite, the Company and the Merger Sub.

The foregoing description of the terms of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement which will be filed with the Company’s Annual Report on Form 10-K for the period ended December 31, 2021.

The foregoing summary has been included to provide investors and security holders with information regarding the terms of the Merger Agreement. It is not intended to provide any other factual information about the Company, Rewrite or their respective subsidiaries and affiliates. The Merger Agreement contains representations and warranties by each of the parties to the Merger Agreement, which were made only for purposes of that agreement and as of specified dates. The representations, warranties and covenants in the Merger Agreement were made solely for the benefit of the parties to the Merger Agreement, are subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures made for the purposes of allocating contractual risk between the parties to the Merger Agreement instead of establishing these matters as facts, as well as by information contained in the Company’s periodic reports filed with the SEC, and may be subject to standards of materiality applicable to the contracting parties that may differ from those applicable to investors. Investors should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the Company, Rewrite or any of their respective subsidiaries or affiliates.

Moreover, information concerning the subject matter of the representations, warranties and covenants may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in the Company’s public disclosures.

Item 3.02 Unregistered Sales of Equity Securities.

The information regarding the Milestone Stock Consideration set forth under Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 3.02 by reference. The Company may issue the Milestone Stock Consideration, when issuable, pursuant to the Merger Agreement in reliance on one or more exemptions or exclusions from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”).

Item 7.01. Regulation FD Disclosure.

On February 3, 2022, the Company issued a press release announcing the entry into the Merger Agreement, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 7.01 of this Form 8-K and Exhibit 99.1 attached hereto, is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

Note Regarding Forward-Looking Statements

This Current Report on Form 8-K includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, including without limitation, implied and express statements regarding Intellia’s beliefs and expectations regarding: its strategy, business plans and focus; its ability to quickly and efficiently realize the scope and potential of its genome editing technologies, including the technologies acquired in the Rewrite acquisition; the therapeutic value and development potential of CRISPR genome editing technologies and therapies, including the technologies acquired in the Rewrite acquisition; the expected strategic benefits of the Merger; the achievement of certain pre-specified research and regulatory approval milestones; and the potential filing of a registration statement to register the resale of the Milestone Stock Consideration, when issuable, pursuant to the Merger Agreement. The words “may,” “might,” “will,” “could,” “would,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “expect,” “estimate,” “seek,” “predict,” “future,” “project,” “potential,” “continue,” “target” and similar words or expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Each forward-looking statement in this Current Report on Form 8-K is based on management’s current expectations and beliefs and is subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by such forward-looking statement, including, without limitation, risks associated with: the risk that the research-stage technology acquired in the Rewrite acquisition will not be successfully developed or commercialized; and those other risks identified under the heading “Risk Factors” in the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 as well as any subsequent filings the Company makes with the SEC. In addition, any forward-looking statement represents the Company’s views only as of the date such statement is made and should not be relied upon as representing its views as of any subsequent date. Except as required by applicable law, the Company explicitly disclaims any obligation to publicly update any forward-looking statements contained herein, whether as a result of new information, future developments or otherwise. No representations or warranties, expressed or implied, are made about the accuracy of any such forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release issued by Intellia Therapeutics, Inc. on February 3, 2022, furnished herewith.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTELLIA THERAPEUTICS, INC.

Date: February 3, 2022

By: /s/ John M. Leonard

Name: John M. Leonard

Title: Chief Executive Officer and President

A decorative horizontal bar consisting of a series of colored squares in shades of blue, red, and grey, with the words "PRESS RELEASE" centered in a red, all-caps, sans-serif font.

PRESS RELEASE

Intellia Therapeutics Announces Acquisition of Rewrite Therapeutics

- *Rewrite Therapeutics' proprietary and versatile DNA writing platform enables a range of novel genome editing strategies*
- *Acquisition further expands Intellia's industry-leading genome editing toolbox by adding a platform that is highly complementary to its existing CRISPR/Cas9 and base editing technologies*

CAMBRIDGE, Mass., Feb. 3, 2022 – Intellia Therapeutics, Inc. (NASDAQ:NTLA), a leading clinical-stage genome editing company focused on developing curative therapeutics leveraging CRISPR-based technologies, today announced the acquisition of Rewrite Therapeutics, Inc. (Rewrite), a private biotechnology company focused on advancing novel DNA writing technologies.

Rewrite has developed promising new tools for genome editing, including DNA writing via CRISPR/Cas9-guided polymerases. Founded by pioneering scientists Shakked Halperin, Ph.D., and Professor David Schaffer, Ph.D., of the University of California, Berkeley and backed by Civilization Ventures and Prefix Capital, Rewrite's DNA writing technology may enable a range of precise editing strategies. These strategies include targeted corrections, insertions, deletions, and the full range of single-nucleotide changes, which could provide new ways to edit disease-causing genes and broaden the therapeutic potential for genomic medicines. Rewrite also has developed an approach that could improve the efficiency of genome editing in non-dividing cell types, a key challenge for some existing editing platforms. Rewrite's technology could potentially be delivered using Intellia's lipid nanoparticle (LNP) technology and adeno-associated virus (AAV) vectors.

"At Intellia, we have built the industry's broadest and deepest genome editing platform by staying at the forefront of new techniques, while also extending the capabilities of CRISPR/Cas9 editing to make precisely targeted changes to DNA," said Intellia President and Chief Executive Officer John Leonard, M.D. "We could not be more excited to add Rewrite's additional capabilities to our growing platform, offering us new possibilities and the potential to target diseases beyond those currently being explored in our pipeline."

Dr. Halperin, Rewrite's President and Chief Executive Officer and the inventor of Rewrite's gene editing platform, said:

"Since my initial discovery that CRISPR-guided polymerases could help advance genome editing capabilities, I have focused my efforts on developing a suite of genome editing tools that could one day be used to create innovative and potentially curative treatments for patients with life-threatening diseases. I am thrilled that these inventions will now be leveraged by the industry leader, Intellia, so that the full power and potential of genome editing can be harnessed to benefit patients."

As part of this transaction, Intellia will pay the Rewrite shareholders \$45 million in an upfront payment and an additional \$155 million in pre-specified research and regulatory approval milestones through a mix of Intellia common stock and cash. Additional financial details were not disclosed.

Goodwin Procter, Latham & Watkins and Finnegan acted as Intellia's legal counsel. Arnold & Porter Kaye Scholer and Wilson, Sonsini, Goodrich & Rosati acted as Rewrite's legal counsel.

About Intellia Therapeutics

Intellia Therapeutics, a leading clinical-stage genome editing company, is developing novel, potentially curative therapeutics leveraging CRISPR-based technologies. To fully realize the transformative potential of CRISPR-based technologies, Intellia is pursuing two primary approaches. The company's *in vivo* programs use intravenously administered CRISPR as the therapy, in which proprietary delivery technology enables highly precise editing of disease-causing genes directly within specific target tissues. Intellia's *ex vivo* programs use CRISPR to create the therapy by using engineered human cells to treat cancer and autoimmune diseases. Intellia's deep scientific, technical and clinical development experience, along with its robust intellectual property portfolio, have enabled the company to take a leadership role in harnessing the full potential of genome editing to create new classes of genetic medicine. Learn more at intelliatx.com. Follow us on Twitter [@intelliatweets](https://twitter.com/intelliatweets).

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, express or implied statements regarding Intellia's beliefs and expectations regarding: its strategy, business plans and focus; its ability to quickly and efficiently realize the scope and potential of its genome editing technologies, including the technologies acquired in the Rewrite acquisition; its ability to maintain, expand and maximize its intellectual property portfolio, including intellectual property acquired in the Rewrite acquisition, and pipeline, as well as accelerate clinical validation for its platform; the therapeutic value and development potential of CRISPR genome editing technologies and therapies, including the technologies acquired in the Rewrite acquisition; its ability to combine its CRISPR genome editing platform and technologies with the platform and technologies acquired in the Rewrite acquisition; and the expected strategic benefits of the Rewrite acquisition or any current or future collaborations.

Any forward-looking statements in this press release are based on management's current expectations and beliefs of future events, and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, risks related to Intellia's ability to protect and maintain its intellectual property portfolio, including the intellectual property acquired in the Rewrite acquisition; risks related to Intellia's relationship with third parties, including its licensors and licensees; risks related to the ability of Intellia's licensors to protect and maintain their intellectual property position; uncertainties related to the authorization, initiation and conduct of studies and other development requirements for the new company's product candidates; the risk that the research-stage technology acquired in the Rewrite acquisition will not be successfully developed and commercialized; and the risk that the results of preclinical studies or clinical studies will not be predictive of future results in connection with future studies. These and other risks and uncertainties are described in greater detail in the section entitled "Risk Factors" in Intellia's most recent annual report on Form 10-K and quarterly report on Form 10-Q filed with the SEC, as well as discussions of potential risks, uncertainties, and other important factors in Intellia's other filings with the Securities and Exchange Commission. Any forward-looking statements contained in this press release represent Intellia's views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date. Intellia explicitly disclaims any obligation to update any forward-looking statements, except as required by law.

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