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): April 9, 2021

INTELLIA THERAPEUTICS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-37766**	**36-4785571**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

40 Erie Street, Suite 130 **Cambridge, Massachusetts** **(Address of Principal Executive Offices)**	**02139** **(Zip Code)**

Registrant's Telephone Number, Including Area Code: (857) 285-6200

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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (Par Value $0.0001)	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Georgia Keresty as Director

On April 9, 2021, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the "Board") of Intellia Therapeutics, Inc. (the "Company"), the Board appointed Georgia Keresty, Ph.D., M.P.H., as a Class III director, with a term expiring at the 2022 annual meeting of stockholders. Dr. Keresty was also elected to the Nominating and Corporate Governance and Audit Committees of the Board. The Board determined that Dr. Keresty is independent under the listing standards of Nasdaq.

Dr. Keresty brings more than 35 years of pharmaceutical industry experience to Intellia's Board, including leading the transition of novel therapeutic programs from preclinical to clinical development and process development to commercial manufacturing. Dr. Keresty served as the Chief Operating Officer for Takeda Research and Development ("Takeda R&D"), a division of Takeda Pharmaceuticals USA, Inc. ("Takeda") from December 2017 to December 2020. During Dr. Keresty's time at Takeda, she also served as Takeda R&D's Global Head of Medical Sciences and Development Operations. Prior to her time at Takeda, Dr. Keresty worked at Johnson & Johnson from July 2003 to September 2017, serving in multiple roles including as Vice President and Global Head, Pharmaceutical Development and Manufacturing Science. Dr. Keresty has also worked at Bristol-Myers Squibb Company and Novartis Pharmaceuticals Corporation. Dr. Keresty earned a B.S. in chemical engineering from Clarkson University and a B.S. in computer science from Ramapo College of New Jersey. Dr. Keresty also earned an M.S. in information systems from Pace University, an M.B.A. and Ph.D. in operations management from Rutgers Business School, and an M.P.H. in Global Health Leadership from the University of Southern California. Dr. Keresty achieved her NACD Directorship Certification in September 2020, and serves on the board of directors of Solid Biosciences, Inc., Aspen Technology, Inc. and Commissioning Agents, Inc. Dr. Keresty is also on the board of trustees for Clarkson University.

Dr. Keresty does not have any family relationships with any of the executive officers or directors of the Company. There are no arrangements or understandings between Dr. Keresty and any other person pursuant to which she was elected as a director of the Company.

As a non-employee director, Dr. Keresty will receive cash compensation paid by the Company pursuant to its non-employee director compensation policy. In addition, under the Company's director compensation policy, upon her election as a director on April 9, 2021, Dr. Keresty was granted an option to purchase 7,755 shares of the Company's common stock at an exercise price per share of $70.64, as well as 4,955 restricted stock units. These awards vest as to 33 1/3% of the total award one year after the date of grant and thereafter in substantially equal quarterly installments during the subsequent two years, subject to continued service through such date, and would accelerate and become fully vested upon the occurrence of a sale event of the Company. Dr. Keresty will enter into the Company's standard form of indemnification agreement, a copy of which was filed as Exhibit 10.6 to Amendment No. 3 to the Company's Registration Statement on Form S-1 (File No. 333-210689) filed with the Securities and Exchange Commission on April 27, 2016. Pursuant to the terms of this agreement, the Company may be required, among other things, to indemnify Dr. Keresty for some expenses, including attorneys' fees, judgments, fines and settlement amounts respectively incurred by her in any action or proceeding arising out of her respective service as one of our directors.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated April 12, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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 thereunto duly authorized.

Intellia Therapeutics, Inc.

Date: April 12, 2021

By: /s/ John M. Leonard
Name: John M. Leonard
Title: Chief Executive Officer and President

PRESS RELEASE

Intellia Therapeutics Names Georgia Keresty, Ph.D., M.P.H., to Board of Directors

CAMBRIDGE, Mass., April 12, 2021 - Intellia Therapeutics, Inc. (NASDAQ:NTLA), a leading genome editing company focused on developing curative therapeutics using CRISPR/Cas9 technology both *in vivo* and *ex vivo*, today announced the appointment of Georgia Keresty, Ph.D., M.P.H., to the company's Board of Directors.

"Dr. Keresty's experience as a scientific and operational leader in our industry will be a great asset to Intellia as we continue to advance our research programs, expand our manufacturing capabilities and move towards delivering potentially curative therapies to patients globally," said Intellia President and Chief Executive Officer John Leonard, M.D.

Dr. Keresty brings more than 35 years of pharmaceutical industry experience to Intellia's board, including leading the transition of novel therapeutic programs from preclinical to clinical development, and process development to commercial manufacturing. During her career, she has held key global roles in pharmaceutical research and development, operations, manufacturing and distribution, quality, compliance and regulatory affairs. Dr. Keresty recently served as chief operating officer and global head, medical sciences and development operations for Takeda Research and Development, a division of Takeda Pharmaceuticals USA, Inc. Prior to joining Takeda, Dr. Keresty served in leadership roles at Johnson & Johnson, including as vice president and global head, pharmaceutical development and manufacturing science; at Bristol-Myers Squibb Co., as vice president, worldwide quality and compliance; and at Novartis Pharmaceuticals Corporation as manufacturing site head.

In addition to Intellia's board, Dr. Keresty serves as a member of the board of directors of Aspen Technology, Inc., (NASDAQ: AZPN), an industrial asset optimization software company, and Solid Biosciences, Inc., (NASDAQ: SLDB), a life science company. She is also a member of the board of directors of Commissioning Agents, Inc., a global engineering services firm, and the board of trustees for Clarkson University in Potsdam, New York. She previously served on the board of Janssen Alzheimer Immunotherapy and the board of trustees for the New Jersey Foundation for Aging, which is now called the NJ Advocates for Aging Well.

Dr. Keresty earned B.Sc. degrees in Chemical Engineering from Clarkson University and Computer Science from Ramapo College, an M.S. in Information Systems from Pace University, an M.B.A. and Ph.D. in Operations Management from Rutgers Business School, and an M.P.H. in Global Health Leadership from the University of Southern California.

About Intellia Therapeutics

Intellia Therapeutics is a leading clinical-stage genome editing company, focused on the development of proprietary, potentially curative therapeutics using the CRISPR/Cas9 system. Intellia believes the CRISPR/Cas9 technology has the potential to transform medicine by both producing therapeutics that permanently edit and/or correct disease-associated genes in the human body with a single treatment course, and creating enhanced engineered cells that can treat oncological and immunological diseases. Intellia's combination of deep scientific, technical and clinical development experience, along with its leading intellectual property portfolio, puts it in a unique position to unlock broad therapeutic applications of the CRISPR/Cas9 technology and create new classes of therapeutic products. Learn more about Intellia and CRISPR/Cas9 at intelliatx.com. Follow us on Twitter @intelliatweets.

Forward-Looking Statements

This press release contains "forward-looking statements" of Intellia Therapeutics, Inc. ("Intellia") within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, express or implied statements regarding Intellia's ability to advance and expand the CRISPR/Cas9 technology to develop into human therapeutic products, as well as our CRISPR/Cas9 intellectual property portfolio; achieve stable or effective genome editing; the timing and potential achievement of milestones to advance our pipeline and grow as a company; and the anticipated contribution of the members of our board of directors and our executives to our operations and progress.

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 and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: risks related to Intellia's ability to protect and maintain its intellectual property position; risks related to Intellia's relationship with third parties, including its licensors and licensees; risks related to the ability of its licensors to protect and maintain their intellectual property position; uncertainties related to the authorization, initiation and conduct of studies and other development requirements for its product candidates; the risk that any one or more of Intellia's product candidates will not be successfully developed, manufactured and commercialized; the risk that the results of preclinical studies or clinical studies will not be predictive of future results in connection with future studies; the risk that Intellia may not be able to meet or comply with applicable laws and regulations, including clinical, manufacturing and commercialization requirements; and the risk that Intellia's collaborations with Novartis Institutes for BioMedical Research, Inc. or Regeneron Pharmaceuticals, Inc. or its other *ex vivo* collaborations will not continue or will not be successful. For a discussion of these and other risks and uncertainties, and other important factors, any of which could cause Intellia's actual results to differ from those contained in the forward-looking statements, see the section entitled "Risk Factors" in Intellia's most recent annual report on Form 10-K as well as discussions of potential risks, uncertainties, and other important factors in Intellia's other filings with the Securities and Exchange Commission ("SEC"). All information in this press release is as of the date of the release, and Intellia undertakes no duty to update this information unless required by law.

Intellia Contacts:

Investors:
Lina Li
Director
Investor Relations
+1-857-706-1612
lina.li@intelliatx.com

Media:
Julie Ferguson
Interim Head of External Affairs & Communications
+1-312-385-0098
julie.ferguson@intelliatx.com