
**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): December 12, 2017

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 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))

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

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 Officer.

On December 12, 2017, the Board of Directors of Intellia Therapeutics, Inc. (the “Company”) appointed John Leonard, M.D., as President and Chief Executive Officer of the Company, effective January 1, 2018 (the “Effective Date”). Dr. Leonard currently serves as the Company’s Executive Vice President, Research and Development and previously served as the Company’s Chief Medical Officer from July 2014 to January 2017. He has served on the Company’s Board of Directors since July 2014.

Dr. Leonard replaces Nessian Bermingham, Ph.D., as President and Chief Executive Officer of the Company. Dr. Bermingham resigned from this position and as a member of the Board of Directors effective as of December 31, 2017. Subject to the Company’s receipt of a general release of claims and pursuant to the terms of a separation agreement, Dr. Bermingham will receive (i) continuation of his current base salary for 12 months following his separation from the Company, (ii) a one-time payment equal to his target 2017 cash bonus, and (iii) a monthly cash payment equal to the monthly employer contribution that the Company would have made to provide health insurance to him if he had remained employed by the Company until the earlier of 12 months following December 31, 2017 or the date he becomes eligible for health benefits through another employer or otherwise becomes ineligible for COBRA. In addition, (x) the unvested portions of Dr. Bermingham’s outstanding restricted stock awards, stock options and other stock-based awards that would have vested in the twelve (12) months following December 31, 2017 shall accelerate and become fully exercisable or nonforfeitable on December 31, 2017; and (y) any vested stock option and other stock-based awards as of December 31, 2017 shall be fully exercisable until December 31, 2018.

Item 8.01 Other Events.

On December 18, 2017, the Company issued a press release announcing the appointment of Dr. Leonard as President and Chief Executive Officer, and Dr. Bermingham’s resignation. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

<u>Number</u>	<u>Description</u>
99.1	Press release dated December 18, 2017.

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.

Date: December 18, 2017

Intellia Therapeutics, Inc.

By: /s/ José E. Rivera

José E. Rivera

Executive Vice President, General Counsel



PRESS RELEASE

Intellia Therapeutics Names John Leonard, M.D., President and Chief Executive Officer

- *Dr. Leonard has successfully led the development and regulatory approval of breakthrough biopharmaceuticals*
- *Company's pipeline continues to advance toward clinical development*

CAMBRIDGE, Mass., December 18, 2017 – Intellia Therapeutics, Inc. (NASDAQ: NTLA), a leading genome editing company focused on developing curative therapeutics using CRISPR/Cas9 technology, has named John Leonard, M.D., President and Chief Executive Officer (CEO), effective January 1, 2018. Dr. Leonard succeeds Nessian Bermingham, Ph.D., Intellia's founding President and CEO, who is returning to the venture capital industry. In recognition of the company's growth and expanding pipeline, the Board of Directors and Dr. Bermingham agreed that Dr. Leonard should lead the Company as it progresses toward clinical development, given his experience in successfully developing biopharmaceutical products and leading large scientific organizations.

Dr. Leonard joined Intellia in 2014 as the Company was being formed. He initially served as Intellia's Chief Medical Officer and as a member of its Board of Directors, and together with Dr. Bermingham, set the strategic direction of the Company. In 2016, Dr. Leonard became Intellia's Executive Vice President of Research & Development (R&D). Prior to Intellia, Dr. Leonard was Chief Scientific Officer and Senior Vice President of Research and Development at AbbVie, Inc., a global biopharmaceutical company, which was spun off from Abbott Laboratories in 2013. At Abbott, Dr. Leonard served as Senior Vice President of Global Pharmaceutical Research & Development from 2008 to 2012.

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His combined tenure at Abbott and AbbVie spanned 22 years from 1992, until his retirement from AbbVie in 2013. Dr. Leonard was responsible for the development of the groundbreaking HIV protease inhibitors Norvir® and Kaletra®, which led to new treatment paradigms for HIV/AIDS.

He also led AbbVie's HCV programs, laid the foundation for its Oncology effort and guided the development of HUMIRA®, the all-time, top-selling pharmaceutical product worldwide.

"After nearly four years of building Intellia and this exceptional team, the Company is now poised to begin development of CRISPR/Cas9-based therapies," says Nessim Berlingham, Ph.D. "At this stage, Intellia requires a CEO with a track record of successful drug development. John was the first to join me in starting Intellia, and was an ideal partner because of his unmatched R&D expertise and biopharmaceutical leadership experience. As I return to my roots in biotech venture capital, I am confident that Intellia, the science and our employees are in great hands."

"With more than a 30-year career in biopharmaceutical R&D, John is well recognized as a premier R&D leader, having developed many breakthrough medicines that turned into life-improving therapies for patients. As Intellia progresses towards clinical development, we are fortunate that he will lead the company," says Intellia's Chairman Perry Karsen. "We thank Nessim for his passion and leadership in taking Intellia from an idea through preclinical science, initial public offering and the path to the clinic. As Intellia's founder, Nessim had great vision for what was possible with the CRISPR/Cas9 technology and its application in human therapeutics."

"Intellia has made significant progress in advancing the CRISPR/Cas9 technology and in applying it in our pre-clinical programs, as well as in those of our partners Novartis and Regeneron," says John Leonard, M.D. "As we enter the next phase, our ambition and business strategy remains the same. We will build on Nessim's vision, and advance our mission of developing curative genome editing treatments that can positively transform the lives of people living with severe and life-threatening diseases."

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About Intellia Therapeutics

Intellia Therapeutics is a leading genome editing company focused on the development of proprietary curative therapeutics using the CRISPR/Cas9 system. Intellia believes the CRISPR/Cas9 technology has the potential to transform medicine by permanently editing disease-associated genes in the human body with a single treatment course. Our combination of deep scientific, technical and clinical development experience, along with our leading intellectual property portfolio, puts us in a unique position to unlock broad therapeutic applications of the CRISPR/Cas9 technology and create a new class of therapeutic products. Learn more about Intellia Therapeutics and CRISPR/Cas9 at intelliatx.com; Follow us on Twitter @intelliatweets.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statement in this press release include, but are not limited to, express or implied statements regarding the successful development of CRISPR/Cas9-based therapies to treat diseases; the translation of the results from animal models to human therapies; and the Company’s or its collaborator’s ability and intention to develop, seek regulatory approval for, and commercialize therapies to treat disease using CRISPR/Cas9. Any forward-looking statements in this press release are uncertain, based on management’s current expectations of future events, occurrences, actions and plans, and subject to various 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. The Company may not actually execute or obtain the results from the plans, goals, efforts or opportunities disclosed in these forward-looking statements, and you should not place undue reliance on these forward-looking statements. Actual results or events could differ materially from the plans, goals, efforts or opportunities disclosed in these forward-looking statements as a result of various factors including: uncertainties inherent in the implementation and execution of preclinical studies and clinical trials, and preclinical and clinical development of the Company’s or its collaborator’s products candidates; availability and timing of results from preclinical studies and clinical trials; whether interim results from a preclinical trial will be predictive of the final results of the preclinical or clinical trials or the results of future trials; expectations and requirements for regulatory approvals to conduct trials or to market products; and availability of funding sufficient for the Company’s or its collaborator’s foreseeable and unforeseeable operating expenses and capital expenditure requirements. For a discussion of risks and uncertainties, and other important factors, any of which could cause our actual results to differ from those contained in the forward-looking statements, see the section entitled “Risk Factors” in our most recent quarterly report on Form 10-Q filed with the Securities and Exchange Commission, as well as discussions of potential risks, uncertainties, and other important factors in our other filings with the Securities and Exchange Commission.

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All information and forward-looking statements in this press release are as of the date of the release, and Intellia Therapeutics undertakes no duty to update this information, whether because of new information, future events or otherwise, unless required by law.

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