

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

**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

1. Name and Address of Reporting Person* <u>Novartis Institutes for BioMedical Research, Inc.</u>  (Last) (First) (Middle) 250 MASSACHUSETTS AVENUE  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2016	
	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	05/11/2016		C		3,079,001	A	(1)	3,079,001	D <sup>(2)</sup>	
Common Stock	05/11/2016		C		1,724,240	A	(1)	4,803,241	D <sup>(2)</sup>	
Common Stock	05/11/2016		C		492,640	A	(1)	5,295,881	D <sup>(2)</sup>	
Common Stock	05/11/2016		P		277,777	A	\$18	5,573,658	D <sup>(2)</sup>	

**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
Series A-1 Preferred Stock	(1)	05/11/2016		C			4,761,905	(1)	(3)	Common Stock	3,079,001	\$0.00	0	D <sup>(2)</sup>	
Series A-2 Preferred Stock	(1)	05/11/2016		C			2,666,666	(1)	(3)	Common Stock	1,724,240	\$0.00	0	D <sup>(2)</sup>	
Series B Preferred Stock	(1)	05/11/2016		C			761,905	(1)	(3)	Common Stock	492,640	\$0.00	0	D <sup>(2)</sup>	

1. Name and Address of Reporting Person* <u>Novartis Institutes for BioMedical Research, Inc.</u>  (Last) (First) (Middle) 250 MASSACHUSETTS AVENUE  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)		
---	--	--

1. Name and Address of Reporting Person *		
<a href="#">NOVARTIS AG</a>		
(Last)	(First)	(Middle)
<a href="#">LICHTSTRASSE 35</a>		
(Street)		
<a href="#">BASEL</a>	<a href="#">V8</a>	<a href="#">CH4056</a>
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock was automatically converted into 0.6465903 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration.
2. The shares are held directly by Novartis Institutes for BioMedical Research, Inc. ("NIBRI"). NIBRI is an indirect wholly-owned subsidiary of, and controlled by, Novartis AG.
3. Not applicable.

**Remarks:**

[NOVARTIS INSTITUTES FOR BIOMEDICAL RESEARCH, INC., By: /s/ Scott Brown, Vice President and General Counsel](#) [05/11/2016](#)  
[NOVARTIS AG, By: /s/ Katja Roth Pellanda and /s/ Christian Rehm](#) [05/11/2016](#)

\*\* 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.**