FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| STATEMENT | OF CHANGES | IN BENEFICIA | L OWNERSHIP |
|------------------|------------|--------------|-------------|

| OMB APPROVAL | | | | | | | | |
|----------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average bu | ırden | | | | | | | |
| 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)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | $\overline{}$ | | | | | | | | | | | | | | 1 | |
|---|---------------|----------------|--------------|--|--|---|--|----------|------------------------------|-----------------|--|--|-------------------------------|---------------------------------------|---|----------------------------|----------------|-----------------------------|---------------------------|--|
| 1. Name and Address of Reporting Person* <u>Clark Eliana</u> | | | | 2. Issuer Name and Ticker or Trading Symbol Intellia Therapeutics, Inc. [NTLA] | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | | | | |
| | | | | | | | | | | | | | | | Officer | (give title | | Other (s | | |
| | | | 4.5.1.11. | | | 2 Date of Farlingt Transportion (Marsth/Day/Mars) | | | | | | | | - | below) | | | below) | pecity | |
| (Last) | , | First) | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2022 | | | | | | | | EVP. | EVP, Chief Techni | | cal Officer | | | |
| C/O INTELLIA THERAPEUTICS, INC. | | | 100 | 05/01/2022 | | | | | | | | | | | | | | | | |
| 40 ERIE | STREET | | | | | | | | | | | | | | | | | | | |
| | | | | , 4.1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | |
| (Street) | | | | | | | | | | | | | 1 ′ | Line) | | | | | | |
| CAMBR | IDGE N | иA | 02139 | | | | | | | | | | | X | X Form filed by One Reporting Person | | | | | |
| CAMBRIDGE MA 02139 | | | | | | | | | | | | | | Form filed by More than One Reporting | | | | | | |
| | | | | | | | | | | | | | | | Person | | | | | |
| (City) | (| State) | (Zip) | | | | | | | | | | | | | | | | | |
| | | Tal | ole I - Non | -Deriv | ativ | e Se | curities | s Acc | quired, | Disp | osed o | f, or Bo | enef | ficially | Owned | | | | | |
| 1. Title of S | Security (In: | str. 3) | | 2. Trans | action | 1 | 2A. Deemed Execution Date, r) if any | | 3. 4. Securities Acquired (A | | | | | | 5. Amou | | | | 7. Nature | |
| | | - | | Date (Month/ | Day/Y | ear) | | | Transaction Code (Instr | | | d Of (D) (Instr. 3, 4 a | | 3, 4 and | Securitie Beneficia | | | rm: Direct) or Indirect | of Indirect Beneficial | |
| (Month) | | | | | Dayiii | (Month/Day/Year | | | | | | Owned F | Following (i) (li | nstr. 4) | Ownership | | | | | |
| | | | | | | | | 0 | . I I. | | (A) or P | | D. J | Reported Transact | | - 1' | (Instr. 4) | | | |
| | | | | | | | | | Code | V | Amount | (D) | | Price | (Instr. 3 a | and 4) | | | | |
| Common Stock ⁽¹⁾ 03/01. | | | | 1/2022 | | A | | 10,52 | ,527 A S | | \$0.00 | 16,165 | | | D | | | | | |
| | | | Table II - I | Deriva | tive | Sec | urities | Δcai | iired D | isno | sed of | or Ber | efic | rially | Owned | | | | | |
| | | | | | | | | | | | onverti | | | | o i i i i i i i i i i i i i i i i i i i | | | | | |
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 1 / | 4. | | 5. Numi | ner | 6. Date Ex | ercisa | hle and | 7. Title a | nd Ar | mount | 8. Price of | 9. Number | r of | 10. | 11. Nature | |
| Derivative | Conversion | Date | Execution D | ate, 1 | Transac | | ı of E | | Expiration Date of | | | of Secur | of Securities | | Derivative | derivative | | Ownership | of Indirect | |
| Security or Exercise (Month/Day/Year) if any (Instr. 3) Price of (Month/Day | | | | | Code (Instr. 3) | | tr. Derivative Securities | | | | | Underlyi | derlying rivative Security | | Security (Instr. 5) | Securities Beneficially | | Form: Direct (D) | Beneficial Ownership | |
| Derivative Security | | | | | | ´ [, | | Acquired | | (Instr. 3 and 4 | | | | | (| Owned | 1 | or Indirect | (Instr. 4) | |
| | | | | | | (A) or Disposed | | | | | l | | | Following Reported | | | (I) (Instr. 4) | | | |
| | | | | | | | of (D) (Instr. | | | | | | | | | Transaction(s) | | | | |
| | | | | | 3, 4 and 5 | | 15) | <u> </u> | | | | | | | (Instr. 4) | | | | | |
| | | | | | | | | | | | | | An | nount | | | | | | |
| | | | | | | | | | | | | l | Nu | ımber | | | | | | |
| | | | | | Code | l _v | (A) | | Date Exercisab | | xpiration ate | Title | of Sh | nares | | | | | | |
| C+l- | | 1 | | - | | | 1 | | | ╁ | | | + | | | | | | 1 | |
| Stock Option | \$79.85 | 03/01/2022 | | | , | | 15,395 | | (2) | | 2/28/2032 | Common | 1, | 5,395 | \$0.00 | 15,395 | _ | D | | |
| (right to buy) | Φ/3.05 | 03/01/2022 | | | A | | 15,395 | | (-) | ľ | 212012032 | Stock | 113 | ן כפכ,נ | Φυ.υυ | 15,593 | , | <i>D</i> | | |

Explanation of Responses:

- 1. Based on a grant of restricted stock units representing a contingent right to receive one share of Intellia common stock for each restricted stock unit.
- 2. This option was granted on March 1, 2022 with respect to shares of Common Stock, with 33% vesting on January 1, 2023 and the remaining 67% vesting in 24 substantially equal monthly installments

Remarks:

03/07/2022 James Basta, attorney-in-fact

** Signature of Reporting Person

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.