

**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 23, 2024**

**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**  
(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 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 Material Definitive Agreement.**

Intellia Therapeutics, Inc. (the “Company”) previously entered into an Open Market Sale Agreement, dated March 4, 2022 (the “Sales Agreement”) with Jefferies LLC (“Jefferies”) with respect to an at-the-market offering program under which the Company may offer and sell, from time to time at its sole discretion, shares of its common stock, par value \$0.0001 per share (the “Common Stock”), having an aggregate offering price of up to \$400,000,000, through Jefferies as its sales agent. Pursuant to the Sales Agreement, the sale and issuance of the shares under the Sales Agreement were originally made pursuant to a registration statement on Form S-3ASR (File No. 333-251022) filed on November 30, 2020 (the “Prior Prospectus”) and subsequently pursuant to an effective registration statement on Form S-3ASR (File No. 333-275740) filed on November 24, 2023 (the “Existing Prospectus”) with the Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “Securities Act”).

On February 23, 2024, the Company entered into an amendment to the Sales Agreement to increase the size of the at-the-market offering program from \$400,000,000 to \$750,000,000. As of the date of this Current Report on Form 8-K, we have sold approximately \$374,272,833 of shares of Common Stock under the Sales Agreement pursuant to the Prior Prospectus and the Existing Prospectus, including any supplements thereto that we have filed from time to time. On February 23, 2024, we will file a prospectus supplement (the “New Prospectus”) to our Existing Prospectus, which will update the Existing Prospectus. The New Prospectus covers the offer and sale of up to an additional \$350,000,000 of shares of Common Stock (the “Additional Shares”) from time to time through Jefferies, acting as our sales agent, which is in addition to the approximately \$25,727,167 of shares of Common Stock that are not yet sold pursuant to the Existing Prospectus.

Upon delivery of a placement notice and subject to the terms and conditions of the amended Sales Agreement, sales of the shares of Common Stock under the Sales Agreement may be made by any method that is deemed an “at-the-market” offering as defined in Rule 415(a)(4) under the Securities Act of 1933, as amended (the Securities Act). We are not obligated to make any sales of shares of Common Stock under the amended Sales Agreement.

Under the amended Sales Agreement, we or Jefferies may suspend the offering of shares being made through Jefferies, upon proper written notice to the other party. Jefferies will act as sales agent on a best efforts basis and has agreed to use its commercially reasonable efforts consistent with its normal trading and sales practices and applicable state and federal laws, rules and regulations and the rules of the Nasdaq Global Market to sell shares of Common Stock up to the number or amount specified in, and otherwise in accordance with the terms of, a placement notice delivered pursuant to the amended Sales Agreement.

We will continue to pay Jefferies compensation for its services in cash up to 3.0% of the gross proceeds from the sale of shares of Common Stock pursuant to the terms of the amended Sales Agreement. We also agreed to provide indemnification and contribution to Jefferies with respect to certain liabilities.

Jefferies and/or its affiliates have provided, and may in the future provide various investment banking, commercial banking and other financial services to us and/or our affiliates, for which services they may in the future receive customary fees. To the extent required by Regulation M of the Securities Exchange Act of 1934, as amended, Jefferies will not engage in any market making activities involving our common stock while the offering is ongoing under the prospectus and prospectus supplement.

The foregoing description of the material terms of the Sales Agreement, as amended, is qualified in its entirety by reference to the full text of the Sales Agreement, a copy of which was filed as Exhibit 99.1 to the Current Report on Form 8-K filed on March 4, 2022, which is incorporated herein by reference, and the amendment to the Sales Agreement, which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Goodwin Procter LLP, our counsel, has issued a legal opinion relating to the Additional Shares being offered pursuant to the New Prospectus. A copy of such legal opinion, including the consent included therein, is attached as Exhibit 5.1 to this Current Report on Form 8-K. This Current Report on Form 8-K shall not constitute an offer to sell or solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of such state or jurisdiction.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
5.1	<a href="#">Opinion of Goodwin Procter LLP.</a>
99.1	<a href="#">Amendment No. 1 to the Open Market Sale Agreement<sup>SM</sup>, dated as of February 23, 2024, by and between Intellia Therapeutics, Inc. and Jefferies LLC.</a>
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: February 23, 2024

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



Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210

goodwinlaw.com  
+1 617 570 1000

February 23, 2024

Intellia Therapeutics, Inc.  
40 Erie Street, Suite 130  
Cambridge, MA 02139

Re: Securities Registered under Registration Statement on Form S-3

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-3ASR (as amended or supplemented, the "Registration Statement") filed on November 24, 2023 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the offering by Intellia Therapeutics, Inc., a Delaware corporation (the "Company") of an indeterminate amount of any combination of securities of the types specified therein. The Registration Statement became effective automatically on November 24, 2023. Reference is made to our opinion letter dated November 24, 2023 and included as Exhibit 5.1 to the Registration Statement. We are delivering this supplemental opinion letter in connection with the sales agreement prospectus (the "Prospectus") contained in the Registration Statement. The Prospectus relates to the offering by the Company of up to \$375,727,167 in shares (the "Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock") covered by the Registration Statement. The Shares are being offered and sold by the sales agent named in, and pursuant to, the Open Market Sale Agreement, as amended, among the Company and such sales agent.

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that the Shares are issued for a price per share equal to or greater than the minimum price authorized by the Company's board of directors prior to the date hereof (the "Minimum Price") and that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares that may be issued for the Minimum Price.

For purposes of the opinion set forth below, we refer to the following as “Future Approval and Issuance”: (a) the approval by the Company’s board of directors (or a duly authorized committee of the board of directors) of the issuance of the Shares (the “Approval”) and (b) the issuance of the Shares in accordance with the Approval and the receipt by the Company of the consideration (which shall not be less than the par value of such Shares) to be paid in accordance with the Approval.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon Future Approval and Issuance, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinions it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 Business Lawyer 815 (Summer 2019).

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company’s Current Report on Form 8-K relating to the Shares (the “Current Report”), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion letter as an exhibit to the Current Report and its incorporation by reference and the reference to our firm in that report. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

AMENDMENT NO. 1 TO THE OPEN MARKET SALE AGREEMENT<sup>SM</sup>

February 23, 2024

JEFFERIES LLC  
520 Madison Avenue  
New York, New York 10022

Ladies and Gentlemen:

This Amendment No. 1 to the Open Market Sale Agreement<sup>SM</sup>, dated as of February 23, 2024, is entered into by and between Intellia Therapeutics, Inc. (the “**Company**”) and Jefferies LLC (the “**Agent**”). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Sales Agreement (as defined below).

WHEREAS, the Company and the Agent have entered into that certain Open Market Sale Agreement<sup>SM</sup>, dated March 4, 2022 (the “**Sales Agreement**”), with respect to the issuance and sale of the Common Shares; and

WHEREAS, the Company and the Agent desire to amend the Sales Agreement as set forth herein.

NOW, THEREFORE, in consideration of the foregoing, the Company and the Agent hereby amend the Sales Agreement as follows:

1. The preamble on page 1 of the Sales Agreement shall be amended such that the reference to “\$400,000,000” shall be “\$750,000,000”.
2. The first sentence of the Issuance Notice attached as Exhibit A to the Sales Agreement is amended to add the words “, as amended on February 23, 2024” immediately after “March 4, 2022”.
3. Section 8(d) of the Sales Agreement shall be amended such that the reference to

“Goodwin Procter LLP  
Exchange Place  
100 Northern Avenue  
Boston, Massachusetts 02210  
Attention: Arthur McGivern, Esq.”

shall be

“Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts 02210  
Attention: Michael Bison, Esq.”

4. Schedule A of the Sales Agreement shall be amended such that the reference to “John Hayes (john.hayes@intelliatrix.com)” shall be “Mike Dube (Mike.Dube@intelliatrix.com)”.

5. The Company shall file a Prospectus Supplement pursuant to Rule 424(b) of the Securities Act of 1933, as amended, reflecting this Amendment within two Business Days of the date hereof.

6. This Amendment shall be and is hereby incorporated in and forms a part of the Sales Agreement.

7. This Amendment shall be effective as of the date first above written.

8. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed Amendment by one party to the other may be made by facsimile or electronic transmission.

9. This Amendment shall, by this express agreement of the parties, be governed by, and construed and enforced in accordance with, the laws of the State of New York, without regard to the conflicts of law provisions of the laws of the State of New York. The Company and the Agent each hereby consents to the application of New York civil law to the construction, interpretation and enforcement of this Amendment, and to the application of New York civil law to the procedural aspects of any suit, action or proceeding relation thereto, including but not limited to legal process, execution of judgments and other legal remedies.

10. Except as set forth herein, the Sales Agreement shall remain in full force and effect.

*[Signature Pages Follow]*



IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

**INTELLIA THERAPEUTICS, INC.**

By     /s/ John M. Leonard    

Name: John M. Leonard

Title: Chief Executive Officer and President

**JEFFERIES LLC**

By     /s/ Michael Magarro    

Name: Michael Magarro

Title: Managing Director