

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>Atlas Venture Associates IX, L.P.</u> (Last) (First) (Middle) 25 FIRST STREET, SUITE 303 (Street) CAMBRIDGE MA 02141 (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) 03/09/2017	
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 ⁽¹⁾	03/09/2017		S		15,628	D	\$13.849 ⁽²⁾	5,504	D	
Common Stock ⁽¹⁾	03/10/2017		S		5,504	D	\$14.0644 ⁽³⁾	0	D	
Common Stock								3,729,788	I	See Footnote ⁽⁴⁾

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					

1. Name and Address of Reporting Person* <u>Atlas Venture Associates IX, L.P.</u> (Last) (First) (Middle) 25 FIRST STREET, SUITE 303 (Street) CAMBRIDGE MA 02141 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Associates IX, LLC](#)

(Last) (First) (Middle)

25 FIRST STREET, SUITE 303

(Street)

CAMBRIDGE MA 02141

(City) (State) (Zip)

Explanation of Responses:

1. Represents shares sold by Atlas Venture Associates IX, L.P. ("AVA IX LP"). Atlas Venture Associates IX, LLC ("AVA IX LLC") is the general partner of AVA IX LP, and disclaims Section 16 beneficial ownership of the securities held by AVA IX LP, except to the extent of its pecuniary interest therein, if any. On March 3, 2017 AVA IX LP received 21,132 shares of the issuer's common stock from Atlas Venture Fund IX, L.P. (the "Fund") in accordance with the exemptions afforded by Rule 16a-9 and Rule 16a-13 of the Securities Exchange Act of 1934, as amended (the "Act").
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.75 - \$14.02, inclusive. The reporting persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) of this Form 4.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.86 - \$14.33, inclusive. The reporting persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) of this Form 4.
4. Represents shares held directly by the Fund. The general partner of the Fund is AVA IX LP. AVA IX LLC is the general partner of AVA IX LP. Each of AVA IX LP and AVA IX LLC disclaims Section 16 beneficial ownership of the securities held by the Fund, except to the extent of its pecuniary interest therein, if any.

Remarks:

[Atlas Venture Associates IX,
LP, By: Atlas Venture
Associates IX, LLC, its general 03/13/2017
partner, By: /s/ Frank
Castellucci, General Counsel](#)
[Atlas Venture Associates IX,
LLC, By: /s/ Frank 03/13/2017
Castellucci, General Counsel](#)

** 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.