
**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): July 21, 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 July 24, 2017, Intellia Therapeutics, Inc. (the “Company”) elected Moncef Slaoui, Ph.D. and Frank Verwiel, M.D. as class II directors, with terms expiring at the 2018 annual meeting of stockholders.

Dr. Slaoui retired from GlaxoSmithKline (GSK) in June 2017, where he served on the company’s executive team and board of directors. During his nearly 30-year career at GSK, Dr. Slaoui held positions of increasing responsibility including from 2006 to 2015 as Chairman of Global Research & Development and from 2009 to 2017 as Chairman of Vaccines. Dr. Slaoui was appointed to GSK’s board of directors in 2006. Dr. Slaoui was recently elected to the board of directors of SutroVax Inc., a privately held biopharmaceutical company, and is a member of the advisory board of the Qatar Foundation. He was previously a director of the Biotechnology Innovation Organization and, until 2016, was a member of the National Institutes of Health’s Advisory Committee. Dr. Slaoui received his Ph.D. in molecular biology and immunology from the Universite libre de Bruxelles Belgium and completed post-doctoral studies at Harvard Medical School and Tufts University of Medicine in Boston.

Dr. Verwiel was the President and Chief Executive Officer of Aptalis Pharma Inc. from 2005 to 2014, where he also served on the board of directors. He currently serves as a member of the board of directors of Achillion Pharmaceuticals, Inc., a pharmaceutical company, Avexis, Inc., a biotechnology company, Bavarian Nordic A/S, a biotechnology company, and ObsEva S.A., a pharmaceutical company. Dr. Verwiel previously served on the board of directors of InterMune, Inc. from 2012 to 2014 and was a director of the Biotechnology Innovation Organization. Dr. Verwiel received an M.D. from Erasmus University, Rotterdam, The Netherlands and his M.B.A. from INSEAD in Fontainebleau, France.

With the addition of Drs. Slaoui and Verwiel, the Company’s Board of Directors updated the membership of its committees. Dr. Verwiel was elected to the Board’s Audit Committee and Nominating and Corporate Governance Committee, succeeding Carl Gordon, Ph.D. on the Audit Committee and Jean-François Formela, M.D. on the Nominating and Corporate Governance Committee.

Dr. Slaoui was elected to the Compensation Committee, succeeding Dr. Gordon, and the Board of Director’s newly formed Science & Technology Committee, which he will chair. The Science and Technology Committee was created by the Board of Directors in recognition of the breadth of scientific opportunities in the field of genome editing. The Science & Technology Committee’s role is to assist the Board of Directors in its role of providing oversight to the Company’s research and development activities and scientific strategy. Members of the Science & Technology Committee, in addition to Dr. Slaoui, are Dr. Formela and John M. Leonard, M.D. Non-employee members of the Science & Technology Committee will be paid an annual fee of \$5,000; the chairperson of the Science & Technology Committee will be paid an annual fee of \$10,000.

Neither Dr. Slaoui nor Dr. Verwiel have any family relationships with any of the executive officers or directors of the Company. There are no arrangements or understandings between Drs. Slaoui or Verwiel and any other person pursuant to which either was elected as a director of the Company.

In accordance with the Company’s director compensation program, Dr. Slaoui will receive (i) an annual cash retainer of \$35,000 for service on the Board, (ii) an annual cash retainer of \$10,000 for service as the chairperson of the Science and Technology Committee of the Board and (iii) an annual cash retainer of \$5,000 for service on the Compensation Committee of the Board, each of which is payable quarterly in arrears. Dr. Verwiel will receive (i) an annual cash retainer of \$35,000 for service on the Board, (ii) an annual cash retainer of \$7,500 for service on the Audit Committee of the Board and (iii) an annual cash retainer of \$3,500 for service on the Nominating and Corporate Governance Committee of the Board. In addition, under the Company’s director compensation program, upon his election as a director, each of Dr. Slaoui and Dr. Verwiel were granted an option on July 25, 2017 to purchase 38,000 shares of the Company’s common stock at an exercise price per share of \$16.91. Each of these options vests as to 33 1/3% of the total award one year after the date of grant and thereafter in substantially equal quarterly installments during the three years following the grant date, subject to continued service through such date, and becomes exercisable in full upon the occurrence of a change in control of the Company.

Also in connection with their election to the Board, Drs. Slaoui and Verwiel will enter in to the Company's standard form of indemnification agreement, a copy of which was filed as Exhibit 10.6 to Amendment No. 3 to the Company's Registration Statement on Form S-1 (File No. 333-210689) filed with the Securities and Exchange Commission on April 27, 2016. Pursuant to the terms of this agreement, the Company may be required, among other things, to indemnify Dr. Slaoui and Dr. Verwiel for some expenses, including attorneys' fees, judgments, fines and settlement amounts respectively incurred by them in any action or proceeding arising out of their respective service as one of our directors.

In addition, on July 21, 2017, Dr. Gordon provided written notice to the Company that he plans to resign from the Board and all committees of the Board, effective as of July 25, 2017. Dr. Gordon's decision to resign did not result from any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

A copy of the Company's press release announcing these Board changes is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit relating to Item 5.02 shall be deemed to be furnished, and not filed:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by the Company on July 24, 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: July 25, 2017

Intellia Therapeutics, Inc.

By: /s/ Nesson Bermingham
Nesson Bermingham, Ph.D.
President and Chief Executive Officer



PRESS RELEASE

Intellia Therapeutics Names Moncef Slaoui, Ph.D. and Frank Verwiel, M.D. to Its Board of Directors and Establishes a Science and Technology Committee

CAMBRIDGE, MASS. – July 24, 2017 (GLOBE NEWSWIRE) – Intellia Therapeutics, Inc. (NASDAQ:NTLA), a leading genome editing company focused on the development of potentially curative therapeutics using CRISPR technology, announced today the appointment of Moncef Slaoui, Ph.D. and Frank Verwiel, M.D. to its Board of Directors. Drs. Slaoui and Verwiel will begin Board responsibilities effective immediately. Intellia’s Board of Directors also is establishing a Science and Technology Committee, which will be chaired by Dr. Slaoui. Additionally, Carl L. Gordon, Ph.D., CFA, General Partner, OrbiMed Advisors, LLC, has informed the Company of his resignation from the Intellia Board of Directors effective at that close of business on July 25, 2017.

“We are very pleased to welcome Drs. Slaoui and Verwiel to our Board of Directors. They bring decades of scientific, operational, business and strategic experience in the pharmaceutical and biotech industries to Intellia. We look forward to their guidance as we continue to advance our genome editing technology to patients,” said Perry Karsen, Chair of the Board of Directors, Intellia Therapeutics. “On behalf of the Board of Directors, I want to thank Carl Gordon for his leadership in establishing Intellia and for all of his contributions to the Company.”

Dr. Moncef Slaoui brings more than 30 years of experience in pharmaceutical drug research and development, new product launches and business development to Intellia’s Board of Directors

Dr. Moncef Slaoui recently retired as Chairman of Vaccines at GlaxoSmithKline (GSK), where he also served on the company’s executive team and board of directors for eleven years. During his nearly 30-year career at GSK, he amassed significant expertise in drug discovery and development, business development, new product development and commercial organizations. Dr. Slaoui led the global integration of Novartis’ vaccine unit into GSK. Dr. Slaoui was chairman of GSK’s global R&D organization for eight years, bringing improved productivity with more than 30 phase 3 programs, and re-organizing drug discovery to accommodate 38 focused discovery performance units in the company. Additionally, Dr. Slaoui was responsible for GSK’s venture capital arm, SR One, and other venture capital partnerships.

Dr. Slaoui led the company's bioelectronics R&D strategy, including the launch of Galvani Bioelectronics, a company where he remains Chairman of the board of directors.

Dr. Slaoui has authored more than 100 scientific papers and presentations and served on the board of directors for the Pharmaceutical Research and Manufacturers of America's Foundation, the Biotechnology Innovation Organization's board of directors, and was a member of the National Institutes of Health's Advisory Committee until 2016. Currently, he is a member of the Advisory Board for the Qatar Foundation.

Dr. Slaoui received his Ph.D. in Molecular Biology and Immunology from the Université libre de Bruxelles Belgium and completed post-doctoral studies at Harvard Medical School and Tufts University of Medicine in Boston.

Dr. Frank Verwiel brings more than 25 years of strategic, operational and international expertise in the biotechnology and pharmaceutical industries and over a decade of industry board experience

Dr. Verwiel possesses significant biotech and pharmaceutical experience, having been the president and CEO of Aptalis Pharma Inc., prior to its acquisition in 2014 by Forest Laboratories. Dr. Verwiel also was a vice president at Merck & Co., where he led the global hypertension franchise. He also served as the general manager of Merck Sharpe Dohme's operations in the Netherlands. He held numerous leadership positions in the commercial organization at Servier Laboratories.

Dr. Verwiel currently serves as chairman of the board of directors of ObsEva SA, a biopharmaceutical company focused on women's reproductive health. Dr. Verwiel holds membership and committee chair positions on the boards of AveXis, Inc., Achillion Pharmaceuticals, Inc. and Bavarian Nordic A/S. Previously, he served on the board of directors of Intermune, until its acquisition by Roche in 2014, and the Biotechnology Innovation Organization.

Dr. Verwiel received a doctorate in medicine from Erasmus University in Rotterdam, Netherlands. He received a Masters of Business Administration from the Institut Européen d'Administration des Affaires (INSEAD) in Fontainebleau, France.

New Science and Technology Committee Supports Intellia's R&D Strategy

In recognition of the company's advances and opportunities in applying the CRISPR/Cas technology platform, Intellia's Board of Directors is creating a new committee to the Board, the Science and Technology Committee. This committee will support the Board of Directors in its oversight and advisement of the Company's research and development activities and scientific strategy. The Science and Technology Committee will be chaired by Dr. Slaoui, given his extensive operational, scientific and industry experience.

“Both Drs. Slaoui and Verwiel have served as board directors for key organizations and were top executives at companies that delivered innovative medicines to patients,” said Nesson Bermingham, Ph.D., Founder and Chief Executive Officer, Intellia Therapeutics. “We value their comprehensive industry knowledge and previous board experiences, which along with the formation of the new Science & Technology Committee, will help shape Intellia as we move forward on our path to the clinic. We thank Carl Gordon for his partnership and OrbiMed’s support of Intellia that enabled our achievements and successes thus far.”

Intellia’s Board of Directors, committees, chairpersons and members include:

- Chair of the Board: Perry Karsen
- Board Members: Perry Karsen, Nesson Bermingham, Caroline Dorsa, Jean-François Formela, John Leonard, Moncef Slaoui and Frank Verwiel
- Audit Committee: Caroline Dorsa (Chair), Jean-François Formela, and Frank Verwiel
- Compensation Committee: Jean-François Formela (Chair), Caroline Dorsa, Perry Karsen, and Moncef Slaoui
- Nominating & Corporate Governance Committee: Perry Karsen (Chair), Caroline Dorsa and Frank Verwiel
- Science & Technology Committee: Moncef Slaoui (Chair), Jean-François Formela and John Leonard

About Intellia Therapeutics

Intellia Therapeutics is a leading genome editing company, focused on the development of proprietary, potentially 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. Any forward-looking statements in this press release are based on management’s current expectations of future events and are subject to a number of 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. 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. All information in this press release is as of the date of the release, and Intellia Therapeutics undertakes no duty to update this information unless required by law.

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