

Intellia Therapeutics, Inc.
Form 4
May 11, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER BROS. ADVISORS LP

2. Issuer Name and Ticker or Trading Symbol
Intellia Therapeutics, Inc. [NTLA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
667 MADISON AVENUE, 21ST FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2016

____ Director
____ Officer (give title below) Other (specify below)
Former 10% owner

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10065

(City) (State) (Zip)

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		65,437 (1)	A	\$ 0 (1)	65,437	I	See Footnotes (2) (7) (8)
Common Stock	05/11/2016		C		796,683 (1)	A	\$ 0 (1)	796,683	I	See Footnotes (3) (7) (8)
Common Stock	05/11/2016		P		20,469 (4)	A	\$ 18	85,906	I	See Footnotes (2) (7) (8)
Common Stock	05/11/2016		P		179,531 (4)	A	\$ 18	976,214	I	See Footnotes

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series B Preferred Stock	\$ 0 <u>(5)</u>	05/11/2016		C	101,204 <u>(5)</u>	<u>(5)</u> <u>(5)</u>	Common Stock 65,437
Series B Preferred Stock	\$ 0 <u>(5)</u>	05/11/2016		C	1,232,130 <u>(5)</u>	<u>(5)</u> <u>(5)</u>	Common Stock 796,683

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER BROS. ADVISORS LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065				Former 10% owner
BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065				Former 10% owner
BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065				Former 10% owner
Baker Bros. Advisors (GP) LLC 667 MADISION AVENUE, 21ST FLOOR NEW YORK, NY New York				Former 10% owner

Signatures

BAKER BROS. ADVISORS LP Name: Scott L. Lessing Title: President /s/ Scott L. Lessing	05/11/2016
**Signature of Reporting Person	Date
/s/ Felix J. Baker	05/11/2016
**Signature of Reporting Person	Date
/s/ Julian C. Baker	05/11/2016
**Signature of Reporting Person	Date
BAKER BROS. ADVISORS (GP) LLC Name: Scott L Lessing Title: President /s/ Scott L. Lessing	05/11/2016
**Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) Represents shares of common stock of Intellia Therapeutics, Inc. (the "Issuer") received upon conversion of shares of the Issuer's Series B Preferred Stock ("Series B Preferred") which automatically convert into common stock of the Issuer on a 1 for 0.6465903 basis (the "Conversion Ratio") without consideration upon the closing of the initial public offering of the Issuer.

(2) After giving effect to the transactions reported herein, and as a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in shares of the Issuer's common stock reported in column 5 of Table I directly held by 667, L.P. ("667"), a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.

(3) After giving effect to the transactions reported herein, and as a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in shares of the Issuer's common stock reported in column 5 of Table I directly held by Baker Brothers Life Sciences, L.P. ("Life Sciences" and together with 667, the "Funds"), a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.

(4) On May 11, 2016, 667 and Life Sciences purchased 20,469 and 179,531 shares of common stock of the Issuer at a price of \$18.00 per share, respectively, pursuant to an underwritten public offering.

(5) Effective upon the closing of the Issuer's initial public offering, the Series B Preferred shares of the Issuer were converted at the Conversion Ratio without consideration into the number of common shares of the Issuer shown in Column 7. The Series B Preferred shares did not have an expiration date and were convertible at any time, at the holder's election, into common shares of the Issuer.

(6) Pursuant to Instruction 4(c)(iii), this response has been left blank.

(7) Baker Bros. Advisors LP (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds.

(8) Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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