

Intellia Therapeutics, Inc.  
Form 4  
May 11, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Caribou Therapeutics Holdco, LLC

(Last) (First) (Middle)

2929 7TH STREET, SUITE 105

(Street)

BERKELEY, CA 94710

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Intellia Therapeutics, Inc. [NTLA]

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

05/11/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

**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)
Common Stock	05/11/2016		C	174,806	A <u>(1)</u> 349,612	D <u>(2)</u>	
Common Stock	05/11/2016		C	5,244,234	A <u>(3)</u> 5,593,846	D <u>(2)</u>	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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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
Founder Stock	(1)	05/11/2016		C		270,352		(1)	(4)	Common Stock	174,806
Junior Preferred Stock	(3)	05/11/2016		C		8,110,599		(3)	(4)	Common Stock	5,244,23

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caribou Therapeutics Holdco, LLC 2929 7TH STREET, SUITE 105 BERKELEY, CA 94710		X		
Caribou Biosciences, Inc. 2929 7TH STREET, SUITE 105 BERKELEY, CA 94710		X		

## Signatures

CARIBOU THERAPEUTICS HOLDCO, LLC, By: /s/ Nicole Heifner,  
attorney-in-fact 05/11/2016

\*\*Signature of Reporting Person Date

CARIBOU BIOSCIENCES, INC., By: /s/ Nicole Heifner, attorney-in-fact 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) Each share of Founder Stock was automatically converted into 0.6465903 of a share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration.  
Caribou Therapeutics Holdco, LLC ("Caribou Holdco") is a wholly-owned subsidiary of Caribou Biosciences, Inc. ("Caribou"). Caribou
- (2) may be deemed to share voting and dispositive power with respect to the shares held by Caribou Holdco. Caribou disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein, if any.
- (3) Each share of Junior Preferred Stock was automatically converted into 0.6465903 of a share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration.
- (4) Not applicable.

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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