

Intellia Therapeutics, Inc.
Form 4
May 13, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 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 *
ORBIMED ADVISORS LLC

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)
601 LEXINGTON AVENUE; 54TH FLOOR

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

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

(Street)
NEW YORK, NY 10022

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

(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 | | 1,847,400 | A | Ⓛ 1,847,400 | I | See Footnote (2) (3) |
| Common Stock | 05/11/2016 | | C | | 564,780 | A | Ⓛ 2,412,180 | I | See Footnote (3) (4) |
| Common Stock | 05/11/2016 | | P | | 191,466 | A | \$ 18 2,603,646 | I | See Footnote (2) (3) |
| Common Stock | 05/11/2016 | | P | | 58,534 | A | \$ 18 2,662,180 | I | See Footnote |

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

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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)

| 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 | (1) | 05/11/2016 | | C | 2,857,143 | (1) (5) | Common Stock 1,847,400 |
| Series B Preferred Stock | (1) | 05/11/2016 | | C | 873,475 | (1) (5) | Common Stock 564,780 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ORBIMED ADVISORS LLC 601 LEXINGTON AVENUE; 54TH FLOOR NEW YORK, NY 10022 | X | | | |
| OrbiMed Capital GP V LLC 601 LEXINGTON AVENUE; 54TH FLOOR NEW YORK, NY 10022 | X | | | |
| OrbiMed Global Healthcare GP LLC 601 LEXINGTON AVENUE; 54TH FLOOR NEW YORK, NY 10022 | X | | | |
| ISALY SAMUEL D 601 LEXINGTON AVENUE; 54TH FLOOR NEW YORK, NY 10022 | X | | | |

Signatures

/s/ Samuel D. Isaly, for himself and as Managing Member of OrbiMed Advisors LLC, the
Managing Member of OrbiMed Capital GP V LLC and OrbiMed Global Healthcare GP LLC

05/13/2016

__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 Series B Preferred Stock was automatically converted into 0.6465903 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration.

These securities are held of record by OrbiMed Private Investments V, LP ("OPI V"). OrbiMed Capital GP V LLC ("GP V") is the sole general partner of OPI V. OrbiMed Advisors LLC ("Advisors") is the managing member of GP V. Samuel D. Isaly ("Isaly"), a natural person, is the managing member of and owner of a controlling interest in Advisors. By virtue of such relationships, GP V, Advisors and Isaly may be deemed to have voting and investment power over the securities held by OPI V and as a result may be deemed to have beneficial ownership over such securities.

(2)

This report on Form 4 is jointly filed by GP V, OGH GP, Advisors, and Mr. Isaly. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. The Reporting Persons have designated a representative, currently Carl L. Gordon, a member of Advisors, to serve on the Issuer's board of directors. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

(3)

These securities are held of record by OrbiMed Global Healthcare Master Fund L.P. ("OGH"). OrbiMed Global Healthcare GP LLC ("OGH GP") is the sole general partner of OGH. Advisors is the managing member of OGH GP. Isaly, a natural person, is the managing member of and owner of a controlling interest in Advisors. By virtue of such relationships, OGH GP, Advisors and Isaly may be deemed to have voting and investment power over the securities held by OGH and as a result may be deemed to have beneficial ownership over such securities.

(4)

(5) 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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