

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Caribou Therapeutics Holdco, LLC</u> _____ (Last) (First) (Middle) 2929 7TH STREET, SUITE 105 _____ (Street) BERKELEY CA 94710 _____ (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) 05/11/2016			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
			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	05/11/2016		C		174,806	A	(1)	349,612	D ⁽²⁾	
Common Stock	05/11/2016		C		5,244,234	A	(3)	5,593,846	D ⁽²⁾	

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	Title	Amount or Number of Shares				
Founder Stock	(1)	05/11/2016		C		270,352		(1)	(4)	Common Stock	174,806	\$0.00	0	D ⁽²⁾	
Junior Preferred Stock	(3)	05/11/2016		C		8,110,599		(3)	(4)	Common Stock	5,244,234	\$0.00	0	D ⁽²⁾	

1. Name and Address of Reporting Person* <u>Caribou Therapeutics Holdco, LLC</u> _____ (Last) (First) (Middle) 2929 7TH STREET, SUITE 105 _____ (Street) BERKELEY CA 94710 _____ (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>Caribou Biosciences, Inc.</u> _____ (Last) (First) (Middle) 2929 7TH STREET, SUITE 105 _____ (Street) BERKELEY CA 94710 _____ (City) (State) (Zip)		

Explanation of Responses:

- 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 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.
- 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.
- Not applicable.

Remarks:

HOLDCO, LLC, By: /s/ Nicole
Heifner, attorney-in-fact

CARIBOU BIOSCIENCES,
INC., By: /s/ Nicole Heifner,
attorney-in-fact

05/11/2016

** 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.