

Bermingham Nesson  
Form 4  
December 08, 2017

**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 \*  
Bermingham Nesson

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/06/2017

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

President & CEO

C/O INTELLIA THERAPEUTICS, INC., 40 ERIE STREET; SUITE 130

(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

CAMBRIDGE, MA 02139

(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		
Common Stock	12/06/2017		S		99,033	D	
					\$ 20.278		
					(1)		
Common Stock	12/06/2017		S		12,467	D	
					\$ 20.8398		
					(2)		
Common Stock	12/07/2017		S		103,574	D	
					\$ 21.0514		
					(3)		
Common Stock	12/07/2017		S		27,566	D	
					\$ 21.4572		
					(4)		

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Common Stock    12/08/2017    S    94,143    D    \$ 20.821  
 (5)    458,250    D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bermingham Nesson C/O INTELLIA THERAPEUTICS, INC. 40 ERIE STREET; SUITE 130 CAMBRIDGE, MA 02139	X		President & CEO	

## Signatures

/s/Jose E. Rivera,    12/08/2017  
 Attorney-In-Fact

\_\_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).

The shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$19.70 to \$20.69. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.

(1)

(2)

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The shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$20.70 to \$21.12. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.

- (3) The shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$20.33 to \$21.32. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.

- (4) The shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$21.33 to \$21.65. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.

- (5) The shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$20.51 to \$21.48. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.

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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