

Intellia Therapeutics, Inc.
Form 4
May 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
Temasek Holdings (Private) Ltd

(Last) (First) (Middle)

60B ORCHARD ROAD #06-18
TOWER 2, THE
ATRIUM@ORCHARD

(Street)

SINGAPORE, U0 238891

(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 Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price		
Common Stock	05/11/2016		C		490,527 ⁽¹⁾	A	Ⓣ	490,527	I	Held by TLS Beta Pte. Ltd. ⁽²⁾
Common Stock	05/11/2016		P		300,000	A	\$ 18	790,527 ⁽³⁾	I	See footnote ⁽³⁾

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. Amount or Number of Shares
Series B Preferred Stock	(1)	05/11/2016		C	490,527	(1) (4)	Common Stock	490,527

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Temasek Holdings (Private) Ltd 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD SINGAPORE, U0 238891		X		
Fullerton Management Pte Ltd 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD SINGAPORE, U0 238891		X		
Temasek Life Sciences Private Ltd 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD SINGAPORE, U0 238891		X		
TLS Beta Pte. Ltd. 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD SINGAPORE, U0		X		

Signatures

TEMASEK HOLDINGS (PRIVATE) LIMITED, By: /s/ Christina Choo in her capacity as
 Authorised Signatory of Temasek Holdings (Private) Limited 05/13/2016
 **Signature of Reporting Person Date

FULLERTON MANAGEMENT PTE LTD, By: /s/ Cheong Kok Tim in his capacity as
 Director of Fullerton Management Pte Ltd 05/13/2016

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<u>Signature of Reporting Person</u>	Date
TEMASEK LIFE SCIENCES PRIVATE LIMITED, By: /s/ Lim Siew Lee Sherlyn in her capacity as Director of Temasek Life Sciences Private Limited	05/13/2016
<u>Signature of Reporting Person</u>	Date
TLS BETA PTE. LTD., By: /s/ Christina Choo in her capacity as Director of TLS Beta Pte. Ltd.	05/13/2016
<u>Signature of Reporting Person</u>	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) In connection with the closing of the Issuer's initial public offering of Common Stock on May 11, 2016, each share of Series B Preferred Stock automatically converted into 0.6465903 of a share of Common Stock without payment or further consideration.

TLS Beta Pte. Ltd. is a wholly-owned subsidiary of Temasek Life Sciences Private Limited, which in turn is a wholly-owned subsidiary of Fullerton Management Pte Ltd, which in turn is a wholly-owned subsidiary of Temasek Holdings (Private) Limited. Accordingly, each of Temasek Life Sciences Private Limited, Fullerton Management Pte Ltd and Temasek Holdings (Private) Limited, through the ownership described herein, may be deemed to beneficially own the shares of Common Stock owned by TLS Beta Pte. Ltd.
- (2) Includes 490,527 shares held by TLS Beta Pte. Ltd. and 300,000 shares held by Evans Investments Pte. Ltd. Evans Investments Pte. Ltd. is a wholly-owned subsidiary of Temasek Capital (Private) Limited, which in turn is a wholly-owned subsidiary of Temasek Holdings (Private) Limited. Accordingly, Temasek Holdings (Private) Limited, through the ownership described herein, may be deemed to beneficially own the shares of Common Stock owned by TLS Beta Pte. Ltd. and Evans Investments Pte. Ltd.
- (3) is a wholly-owned subsidiary of Temasek Capital (Private) Limited, which in turn is a wholly-owned subsidiary of Temasek Holdings (Private) Limited. Accordingly, Temasek Holdings (Private) Limited, through the ownership described herein, may be deemed to beneficially own the shares of Common Stock owned by TLS Beta Pte. Ltd. and Evans Investments Pte. Ltd.
- (4) None.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.