

Bermingham Nesson
Form 4
December 08, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bermingham Nesson

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

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

Intellia Therapeutics, Inc. [NTLA]

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

12/06/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person☐ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/06/2017		S		99,033	D	\$ 20.278 (1)	696,000	D
Common Stock	12/06/2017		S		12,467	D	\$ 20.8398 (2)	683,533	D
Common Stock	12/07/2017		S		103,574	D	\$ 21.0514 (3)	579,959	D
Common Stock	12/07/2017		S		27,566	D	\$ 21.4572 (4)	552,393	D

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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. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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,
Attorney-In-Fact 12/08/2017

__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.

(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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