

Intellia Therapeutics, Inc.
Form SC 13G
May 11, 2016

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Intellia Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

45826J 105

(CUSIP Number)

May 11, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 45826J 105

- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons Regeneron Pharmaceuticals, Inc. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input type="radio"/> | o |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization New York | |
| 5. | Sole Voting Power 2,777,777 | Number of Shares Beneficially Owned by Each Reporting Person With |
| 6. | Shared Voting Power 0 | |
| 7. | Sole Dispositive Power 2,777,777 | |
| 8. | Shared Dispositive Power 0 | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,777,777 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 7.7%* | |
| 12. | Type of Reporting Person (See Instructions) CO | |

* Based on 35,996,265 shares of common stock, par value \$0.0001 per share (Common Stock), of Intellia Therapeutics, Inc. (the Issuer) outstanding as of December 31, 2015, as reported on a pro forma as adjusted basis to give effect to certain transactions (including those that occurred in connection with the Issuer s initial public offering (the IPO)) in the Issuer s Prospectus (Registration No. 333- 210689) filed pursuant to Rule 424(b)(4) under the Securities Act of 1933, as amended, on May 6, 2016, after giving further effect to the additional 900,000 shares of Common Stock issued and sold by the Issuer to the underwriters of the IPO pursuant to the underwriters option.

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Item 1.

- (a) Name of Issuer
- Intellia Therapeutics, Inc.
- (b) Address of Issuer's Principal Executive Offices
- 130 Brookline Street, Suite 201
- Cambridge, MA 02139

Item 2.

- (a) Name of Person Filing
- Regeneron Pharmaceuticals, Inc.
- (b) Address of Principal Business Office or, if none, Residence
- 777 Old Saw Mill River Road
- Tarrytown, NY 10591
- (c) Citizenship
- New York
- (d) Title of Class of Securities
- Common Stock, par value \$0.0001 per share
- (e) CUSIP Number
- 45826J 105

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with

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§ 240.13d-1(b)(1)(ii)(J), please specify the type of
institution: _____

Item 4. Ownership

The information set forth in Rows 5 through 11 of the cover pages to this Schedule 13G is incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 11, 2016

Regeneron Pharmaceuticals, Inc.

By: /s/ Joseph J. LaRosa
Name: Joseph J. LaRosa
Title: Senior Vice President, General Counsel and Secretary

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).