

Intellia Therapeutics, Inc.
Form SC 13G/A
February 12, 2018

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

SCHEDULE 13G

(Rule 13d-102)

**Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 1)***

INTELLIA THERAPUTICS, INC.

(Name of Issuer)

Common Stock, \$0.0001

(Title of Class of Securities)

45826J105

(CUSIP Number)

December 31, 2017

(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 disclosures provided in a prior cover page.

The information required on 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. 45826J105

13G

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Atlas Venture Fund IX, L.P.
2. Check the Appropriate Box if a Member of a Group*
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
6. Shared Voting Power
3,579,788
7. Sole Dispositive Power
8. Shared Dispositive Power
3,579,788
9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,579,788
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
8.45%
12. Type of Reporting Person*
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Atlas Venture Associates IX, L.P.

2. Check the Appropriate Box if a Member of a Group*
(a) o
(b) o

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

5. Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
3,579,788

7. Sole Dispositive Power

8. Shared Dispositive Power
3,579,788

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,579,788

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o

11. Percent of Class Represented by Amount in Row (9)
8.45%

12. Type of Reporting Person*
PN

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1. Name of Reporting Person
 S.S. or I.R.S. Identification No. of Above Person
 Atlas Venture Associates IX, LLC

2. Check the Appropriate Box if a Member of a Group*
 (a) o
 (b) o

3. SEC Use Only

4. Citizenship or Place of Organization
 Delaware

5. Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

6. Shared Voting Power
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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o

11. Percent of Class Represented by Amount in Row (9)
 8.45%

12. Type of Reporting Person*
 OO

CUSIP No. 45826J105

SCHEDULE 13G

- Item 1(a).** Name of Issuer
 The name of the issuer to which this filing on Schedule 13G relates is Intellia Therapeutics, Inc. (the Company).
- Item 1(b).** Address of Issuer's Principal Executive Offices
 The principal executive offices of the Company are located at 40 Erie Street, Suite 130, Cambridge, Massachusetts 02139.
- Item 2(a).** Name of Person Filing
 This Statement is being filed on behalf of Atlas Venture Fund IX, L.P. (Atlas IX), Atlas Venture Associates IX, L.P. (AVA IX LP), the sole general partner of Atlas IX, and Atlas Venture Associates IX, LLC (AVA IX LLC), the sole general partner of AVA IX LP.
- Item 2(b).** Address of Principal Business Office or, if none, Residence
 The principal business address of each of Atlas IX, AVA IX LP, and AVA IX LLC is 25 First Street, Suite 303, Cambridge, MA 02141.
- Item 2(c).** Citizenship
 Each of Atlas IX, AVA IX LP and AVA IX LLC is organized under the laws of Delaware.
- Item 2(d).** Title of Class of Securities
 The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock, par value \$0.0001 (Common Stock).
- Item 2(e).** CUSIP Number
 The CUSIP number of the Company's Common Stock is 45826J105.
- 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:**
 Not applicable.
- | | | |
|-----|-----------------------|---|
| (a) | <input type="radio"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c). |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). |
| (e) | <input type="radio"/> | An investment adviser in accordance with §13d-1(b)(1)(ii)(E). |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F). |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G). |
| (h) | <input type="radio"/> | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). |
| (i) | <input type="radio"/> | 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) | <input type="radio"/> | Group, in accordance with §240.13d-1(b)(1)(ii)(J). |
| | <input type="radio"/> | If this statement is filed pursuant to §240.13d-1(c), check this box. |

CUSIP No. 45826J105

SCHEDULE 13G

Item 4. Ownership

Item 4(a). Amount beneficially owned

As of the close of business on December 31, 2017, Atlas IX is the record holder of 3,579,788 shares of Common Stock (the Atlas Shares). AVA IX LP is the sole general partner of Atlas IX. AVA IX LLC is the sole general partner of AVA IX LP. No person other than the respective owner referred to herein of the Atlas Shares is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of such Atlas Shares. Each of Atlas IX, AVA IX LP, and AVA IX LLC disclaim beneficial ownership of the Atlas Shares except for such shares, if any, such person holds of record.

Item 4(b). Percent of class

As of the close of business on December 31, 2017, Atlas IX was the beneficial owner of 8.45% of the Common Stock.

Item 4(c). Number of shares as to which the person has:

Reporting Person	Number of Shares of Common Stock			
	(i)	(ii)	(iii)	(iv)
Atlas IX	-0-	3,579,788	-0-	3,579,788
AVA IX LP	-0-	3,579,788	-0-	3,579,788
AVA IX LLC	-0-	3,579,788	-0-	3,579,788

- (i) Sole power to vote or direct the vote
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of
- (iv) Shared power to dispose or to direct the disposition of

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

Not Applicable.

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:

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable. The Filing Persons expressly disclaim membership in a group as used in Rule 13d-5(b)(1).

Item 9. Notice of Dissolution of Group

Not Applicable.

CUSIP No. 45826J105

SCHEDULE 13G

Item 10.

Certification

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or 13(d)-1(c).

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.

Dated: February 9, 2018

ATLAS VENTURE FUND IX, L.P.

By: Atlas Venture Associates IX, L.P.,
its general partner

By: Atlas Venture Associates IX, LLC,
its general partner

By: /s/ Frank Castellucci
Name: Frank Castellucci
Title: Secretary

ATLAS VENTURE ASSOCIATES IX, L.P.

By: Atlas Venture Associates IX, LLC,
its general partner

By: /s/ Frank Castellucci
Name: Frank Castellucci
Title: Secretary

ATLAS VENTURE ASSOCIATES IX, LLC

By: /s/ Frank Castellucci
Name: Frank Castellucci
Title: Secretary

Joint Filing Agreement

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: February 9, 2018

ATLAS VENTURE FUND IX, L.P.

By: Atlas Venture Associates IX, L.P.,
its general partner

By: Atlas Venture Associates IX, LLC,
its general partner

By: /s/ Frank Castellucci
Name: Frank Castellucci
Title: Secretary

ATLAS VENTURE ASSOCIATES IX, L.P.

By: Atlas Venture Associates IX, LLC,
its general partner

By: /s/ Frank Castellucci
Name: Frank Castellucci
Title: Secretary

ATLAS VENTURE ASSOCIATES IX, LLC

By: /s/ Frank Castellucci
Name: Frank Castellucci
Title: Secretary
