

Intellia Therapeutics, Inc.
Form SC 13D/A
December 14, 2017

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Intellia Therapeutics, Inc.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE

(Title of Class of Securities)

45826J105

(CUSIP Number)

**Scott A. Brown
General Counsel and
Chief Administrative Officer
Novartis Institutes for BioMedical Research, Inc.
250 Massachusetts Avenue
Cambridge, MA 02139
(617) 871-8000**

With a copy to:

**G. Scott Lesmes
Morrison & Foerster LLP
2000 Pennsylvania Avenue NW, Suite 6000
Washington, D.C. 20006
(202) 887-1500**

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 12, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*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

1. Names of Reporting Persons
Novartis Institutes for BioMedical Research, Inc.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------|-----------|
| | 7. | Sole Voting Power | None |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 4,129,903 |
| | 9. | Sole Dispositive Power | None |
| | 10. | Shared Dispositive Power | 4,129,903 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,129,903
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
11.44%*
 14. Type of Reporting Person (See Instructions)
CO

* This calculation is based on 36,085,816 shares of Common Stock, par value \$0.0001 per share, outstanding as of October 27, 2017, as reported by the Issuer on its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2017, filed by the Issuer with the Securities and Exchange Commission on October 31, 2017.

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CUSIP No. 45826J105

1. Names of Reporting Persons
Novartis AG
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Switzerland
- | | | |
|---|-----|---------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
None |
| | 8. | Shared Voting Power
4,129,903 |
| | 9. | Sole Dispositive Power
None |
| | 10. | Shared Dispositive Power
4,129,903 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,129,903
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
11.44%*
14. Type of Reporting Person (See Instructions)
CO

* This calculation is based on 36,085,816 shares of Common Stock, par value \$0.0001 per share, outstanding as of October 27, 2017, as reported by the Issuer on its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2017, filed by the Issuer with the Securities and Exchange Commission on October 31, 2017.

Explanatory Note

This Amendment No. 1 (the "Amendment No. 1") amends the statement on Schedule 13D originally filed by the Reporting Persons on May 11, 2016. The Item below amends the information disclosed under the corresponding Item of the Schedule 13D as described below. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined herein shall have the meanings attributed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5(a) of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

(a) As of the date hereof, the Reporting Persons may be deemed, for purposes of Rule 13d-3 of the Act, directly or indirectly, including by reason of their mutual affiliation, to be the beneficial owners of the shares of Common Stock described in Item 3 above. NIBRI is a wholly-owned indirect subsidiary of Novartis.

Based on the 36,085,816 shares of the Issuer's common stock outstanding as of October 27, 2017, as reported by the Issuer on its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2017, filed by the Issuer with the Securities and Exchange Commission on October 31, 2017, the Common Stock held by the Reporting Persons constitutes 11.44% of the outstanding shares of Common Stock of the Issuer.

Novartis, as the parent company of NIBRI, may be deemed to beneficially own all of the shares of Common Stock held directly by NIBRI.

Item 5(c) of the Schedule 13D is hereby amended and restated in its entirety to read as follows.

(c) The information contained in Items 3 and 4 to this Schedule 13D is herein incorporated by reference.

On December 12, 2017, the Reporting Persons sold 1,523,000 shares of Common Stock at \$18.30 per share, exclusive of any fees, commissions or other expenses.

Except as disclosed herein, none of (i) the Reporting Persons and (ii) to the Reporting Persons' knowledge, the persons set forth on Schedule I of this Schedule 13D, has effected any transaction in the Issuer's Common Stock during the past 60 days.

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.

Pursuant to Rule 13d-1(k)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities Exchange Act of 1934, as amended, the undersigned agree that the attached statement is filed on behalf of each of them.

Dated: December 14, 2017

NOVARTIS INSTITUTES FOR BIOMEDICAL RESEARCH, INC.

By: /s/ Scott A. Brown
Name: Scott A. Brown
Title: Authorized Signatory

NOVARTIS AG

By: /s/ Christian Rehm
Name: Christian Rehm
Title: Authorized Signatory

By: /s/ Katja Roth Pellanda
Name: Katja Roth Pellanda
Title: Authorized Signatory

**DIRECTORS AND EXECUTIVE OFFICERS OF
NOVARTIS AG AND NOVARTIS INSTITUTES FOR BIOMEDICAL
RESEARCH, INC.**

DIRECTORS AND EXECUTIVE OFFICERS OF NOVARTIS AG

The name, function, citizenship and present principal occupation or employment of each of the directors and executive officers of Novartis AG are set forth below. Unless otherwise indicated below, (i) each occupation set forth opposite an individual's name refers to employment with Novartis AG and (ii) the business address of each director and executive officer of Novartis AG is Novartis Campus, Lichstrasse 35, CH-4056, Basel, Switzerland.

Name	Relationship to Novartis AG	Present Principal Occupation	Citizenship
Joseph Jimenez	Member of the Executive Committee; Chief Executive Officer	Member of the Executive Committee; Chief Executive Officer	American
Steven Baert	Member of the Executive Committee; Head of Human Resources	Member of the Executive Committee; Head of Human Resources	Belgian
F. Michael (Mike) Ball	Member of the Executive Committee; Division Head and CEO, Alcon	Member of the Executive Committee; Division Head and CEO, Alcon	American
James (Jay) Bradner, M.D.	Member of the Executive Committee; President of the Novartis Institutes for BioMedical Research	Member of the Executive Committee; President of the Novartis Institutes for BioMedical Research; 250 Massachusetts Avenue, Cambridge, MA 02139, USA	American
Felix R. Ehrat, Ph.D.	Member of the Executive Committee; Group General Counsel	Member of the Executive Committee; Group General Counsel	Swiss
Richard Francis	Member of the Executive Committee; Division Head and CEO, Sandoz	Member of the Executive Committee; Division Head and CEO, Sandoz	British

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Name	Relationship to Novartis AG	Present Principal Occupation	Citizenship
Paul Hudson	Member of the Executive Committee; CEO, Novartis Pharmaceuticals	Member of the Executive Committee; CEO, Novartis Pharmaceuticals	British
Harry Kirsch	Member of the Executive Committee; Chief Financial Officer	Member of the Executive Committee; Chief Financial Officer	German
Vasant (Vas) Narasimhan, M.D.	Member of the Executive Committee; Global Head, Drug Development and Chief Medical Officer	Member of the Executive Committee; Global Head, Drug Development and Chief Medical Officer	American
Bruno Stringini	Member of the Executive Committee; CEO, Novartis Oncology	Member of the Executive Committee; CEO, Novartis Oncology	French
André Wyss	Member of the Executive Committee; President, Novartis Operations and Country President for Switzerland	Member of the Executive Committee; President, Novartis Operations and Country President for Switzerland	Swiss
Joerg Reinhardt, Ph.D.	Chairman of the Board of Directors	Chairman of the Board of Directors	German
Enrico Vanni, Ph.D.	Vice Chairman of the Board of Directors	Independent Consultant	Swiss
Nancy C. Andrews, M.D., Ph.D.	Director	Professor of Pediatrics, Pharmacology and Cancer Biology at the Duke University School of Medicine	American
Dimitri Azar, M.D., MBA	Director	Dean of the College of Medicine and Professor of Ophthalmology, Bioengineering and Pharmacology at the University of Illinois at Chicago	American

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Name	Relationship to Novartis AG	Present Principal Occupation	Citizenship
Ton Buechner	Director	CEO and Chairman of the executive board of Akzo Nobel N.V., a multinational manufacturer of paints, performance coatings and specialty chemicals based in the Netherlands	Dutch
Srikant Datar, Ph.D.	Director	Arthur Lowes Dickinson Professor at the Graduate School of Business Administration at Harvard University	American
Elizabeth (Liz) Doherty	Director	Director of Dunelm Group plc, a home furnishings retailer based in the U.K.; and a director and member of the supervisory board and audit committee of Corbion NV, a Netherlands-based company active in the field of food ingredients and biochemicals	British
Ann Fudge	Director	Vice Chairman and Senior Independent Director of Unilever NV	American
Frans van Houten	Director	CEO and chairman of the executive committee and the board of management of Royal Philips, a focused health technology company	Dutch
Pierre Landolt, Ph.D.	Director	Chairman of the Sandoz Family Foundation	Swiss
Andreas von Planta, Ph.D.	Director	Partner at Lenz & Staehelin; Director of Helvetia Holding AG, a company providing life and non-life insurance and reinsurance products	Swiss

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Name	Relationship to Novartis AG	Present Principal Occupation	Citizenship
Charles L. Sawyers, M.D.	Director	Chair of the Human Oncology and Pathogenesis Program at Memorial Sloan-Kettering Cancer Center; Professor of Medicine and of Cell and Developmental Biology at the Weill Cornell Graduate School of Medical Sciences	American
William T. Winters	Director	CEO and director of Standard Chartered, a banking and financial services company based in London	British, American

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DIRECTORS AND EXECUTIVE OFFICERS OF NOVARTIS INSTITUTES FOR BIOMEDICAL RESEARCH, INC.

The name, function, citizenship and present principal occupation or employment of each of the directors and executive officers of Novartis Institutes for BioMedical Research, Inc. (NIBR) are set forth below. Unless otherwise indicated below, (i) each occupation set forth opposite an individual's name refers to employment with Novartis Institutes for BioMedical Research, Inc. and (ii) the business address of each director and executive officer for Novartis Institutes for BioMedical Research, Inc. is 250 Massachusetts Avenue Cambridge, MA 02139, USA.

Name	Relationship to Novartis Institutes for BioMedical Research, Inc.	Present Principal Occupation	Citizenship
James (Jay) Bradner, M.D.	Vice Chairman of the Board of Directors; President of NIBR	Member of the Novartis AG Executive Committee; President of NIBR; Novartis Campus, Lichstrasse 35, CH-4056, Basel, Switzerland	American
Evan Beckman, M.D.	Vice President	Vice President, NIBR	American
Page Bouchard	Vice President	Vice President, NIBR	American
Karin Briner, Ph.D.	Vice President	Vice President, NIBR	Swiss
Scott Brown	Vice President and General Counsel; Chief Administrative Officer, Secretary	Vice President and General Counsel; Chief Administrative Officer, Secretary, NIBR	American
Fenella Chisholm	Vice President	Vice President, NIBR	British
Shaun Coughlin	Vice President	Vice President, NIBR	American
Ricardo Dolmetsch	Vice President	Vice President, NIBR	American, British, Colombian
Glenn Dranoff	Vice President	Vice President, NIBR	American
Jeffrey Engelman	Vice President	Vice President, NIBR	American

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Remy Evard	Vice President; Chief Information Officer	Vice President, Chief Information Officer, NIBR	American
Donald Ganem, M.D.	Vice President	Vice President, NIBR	American
John Hastewell, D. Phil.	Vice President	Vice President, NIBR	American
Haripriya Mannan	Assistant Secretary; Compliance Officer	Assistant Secretary, Compliance Officer, NIBR	American
Rachel Morgan	Vice President	Vice President, NIBR	British
Lilli Petruzzelli	Vice President	Vice President, NIBR	American
Jeffrey Porter, Ph.D.	Vice President	Vice President, NIBR	American
Prakash Raman	Vice President	Vice President, NIBR	American
Revathi Rammohan	Chief Financial Officer; Treasurer; Vice President	Chief Financial Officer, Treasurer, NIBR	British
Stephanie Sousa	Assistant Secretary	Assistant Secretary, NIBR	American
Ann Taylor, M.D.	Vice President	Vice President, NIBR	American
Joerg Reinhardt, Ph.D.	Chairman of the Board of Directors	Chairman of the Board of Directors of Novartis AG; Novartis Campus, Lichstrasse 35, CH-4056, Basel, Switzerland	German
Thomas Kendris	Director	Member of the Novartis AG Executive Committee; President, Novartis Corporation	American
Harry Kirsch	Director	Member of the Novartis AG Executive Committee; Chief Financial Officer of Novartis AG; Novartis Campus, Lichstrasse 35, CH-4056, Basel, Switzerland	German