

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) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 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) | <input type="radio"/> |
| 6. | Citizenship or Place of Organization | |
| | Delaware | |
| | 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) | <input type="radio"/> |
| 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) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 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) | <input type="radio"/> |
| 6. | Citizenship or Place of Organization | |
| | Switzerland | |
| | 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) | <input type="radio"/> |
| 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 |

| 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 |

| 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 |

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 |