

Intellia Therapeutics, Inc.
Form 8-K
December 16, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): December 15, 2016

INTELLIA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-37766
(Commission

File Number)

36-4785571
(I.R.S. Employer

Identification No.)

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40 Erie Street, Suite 130

Cambridge, Massachusetts
(Address of principal executive offices)

02139
(Zip Code)

Registrant's telephone number, including area code: (857) 285-6200

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry Into a Material Definitive Agreement.

On December 15, 2016, Intellia Therapeutics, Inc. (Intellia) entered into a Consent to Assignments, Licensing and Common Ownership and Invention Management Agreement (the Invention Management Agreement) with CRISPR Therapeutics AG (CRISPR), The Regents of the University of California (University of California), University of Vienna (Vienna), ERS Genomics Ltd., TRACR Hematology Ltd. (TRACR), Caribou Biosciences, Inc. (Caribou), and Dr. Emmanuelle Charpentier.

Under an existing sublicense agreement (the Caribou Sublicense), Intellia licenses from Caribou certain development rights in a patent and patent applications related to CRISPR/Cas9 technology co-owned by the University of California, Vienna and Dr. Charpentier. Under the Invention Management Agreement, Dr. Charpentier retroactively consents to Caribou s sublicensing to Intellia certain of its additional rights to the CRISPR/Cas9 intellectual property, subject to the restrictions of the Caribou Sublicense. The Invention Management Agreement also includes retroactive approval by certain parties of certain prior assignments of interests in patent rights to other parties (including patent rights underlying the Caribou Sublicense), and provides for, among other things, (i) good faith cooperation among the parties regarding patent maintenance, defense and prosecution, (ii) cost-sharing arrangements, and (iii) notice of and coordination in the event of third-party infringement of the subject patents. Unless earlier terminated by the parties, the Invention Management Agreement will continue in effect until the later of the last expiration date of the patents underlying the CRISPR/Cas9 technology, or the date on which the last underlying patent application is abandoned.

The foregoing description of the Invention Management Agreement is qualified in its entirety by reference to the available text of the Invention Management Agreement, a redacted copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

* * *

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No. | Description |
|------|--|
| 10.1 | Consent to Assignments, Licensing and Common Ownership and Invention Management Agreement dated December 15, 2016 by and between the Registrant, CRISPR Therapeutics AG, The Regents of the University of California, University of Vienna, ERS Genomics Ltd., TRACR Hematology Ltd., Caribou Biosciences, Inc., and Dr. Emmanuelle Charpentier Application has been made to the Securities and Exchange Commission for confidential treatment of certain provisions. Omitted material for which confidential treatment has been requested has been filed separately with the Securities and Exchange Commission. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Intellia Therapeutics, Inc.

Date: December 16, 2016

By: /s/ Nessian Bermingham
Nessian Bermingham, Ph.D.

President and Chief Executive Officer