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

Pre-Effective Amendment No. 1 to

**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

EDITAS MEDICINE, INC.

(Exact name of registrant as specified in its charter)

Delaware 46-4097528
(State or other jurisdiction of (I.R.S. Employer
incorporation or Identification Number)
organization)

11 Hurley Street
Cambridge, Massachusetts 02141
(617) 401-9000

(Address, Including Zip Code, and Telephone Number, Including
Area Code, of Registrant's Principal Executive Offices)

Katrine S. Bosley
President and Chief Executive Officer
Editas Medicine, Inc.
11 Hurley Street
Cambridge, Massachusetts 02141
(617) 401-9000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Rosemary G. Reilly, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
Telephone: (617) 526-6000
Telecopy: (617) 526-5000

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date hereof.**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a
smaller reporting company)

Smaller reporting company

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

Editas Medicine, Inc. is filing this pre-effective Amendment No. 1 (this "Amendment") to the Registration Statement on Form S-3 (Registration No. 333-216528) as an exhibit-only filing to file a new Exhibit 5.1.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

The exhibits to this Registration Statement are listed in the exhibit index, which appears elsewhere herein and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this pre-effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on March 27, 2017.

Editas Medicine, Inc.

By: /s/ KATRINE S. BOSLEY

Katrine S. Bosley
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this pre-effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ KATRINE S. BOSLEY</u> Katrine S. Bosley	President and Chief Executive Officer, Director (principal executive officer)	March 27, 2017
<u>/s/ ANDREW A. F. HACK</u> Andrew A. F. Hack, M.D., Ph.D.	Chief Financial Officer (principal financial and accounting officer)	March 27, 2017
*	Director Kevin Bitterman, Ph.D.	March 27, 2017
*	Director Alexis Borisy	March 27, 2017
*	Director Douglas G. Cole, M.D.	March 27, 2017
*	Director John D. Mendlein, Ph.D., J.D.	March 27, 2017
*	Director Boris Nikolic, M.D.	March 27, 2017

SignatureTitleDate

*

Director

March 27, 2017

Akshay K. Vaishnaw, M.D., Ph.D.

*By: /s/ ANDREW A. F. HACK

Andrew A. F. Hack
Attorney-in-fact

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EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 8, 2016)
4.2	Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on February 8, 2016)
4.3	Specimen Stock Certificate evidencing the shares of common stock (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 filed on January 4, 2016)
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
23.1	Consent of Ernst & Young LLP, independent registered accounting firm
23.2	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
24.1*	Powers of Attorney (included in the signature pages to the Registration Statement)

* Previously filed

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[SIGNATURES](#)

[EXHIBIT INDEX](#)

March 27, 2017

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+1 617 526 5000 (f)

Editas Medicine, Inc.
 11 Hurley Street
 Cambridge, MA 02141

Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-3 (the “Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), for the registration of 800,000 shares of Common Stock, \$0.0001 par value per share (the “Shares”), of Editas Medicine, Inc., a Delaware corporation (the “Company”), all of which are being sold by stockholders of the Company and are issuable upon settlement of certain promissory notes issued by the Company to the selling stockholders (the “Notes”).

We are acting as counsel for the Company in connection with the registration for resale of the Shares. We have examined signed copies of the Registration Statement as filed with the Commission. We have also examined and relied upon the minutes of meetings of the stockholders and the Board of Directors of the Company as provided to us by the Company, stock record books of the Company as provided to us by the Company, the Certificate of Incorporation and By-Laws of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinions hereinafter set forth.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

Our opinion below, insofar as it relates to the Shares being fully paid, is based solely on a certificate from the Chief Financial Officer of the Company confirming the Company’s receipt of the consideration called for by the applicable resolutions authorizing the issuance of the Shares.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and the Shares, when issued upon settlement of the Notes, will be validly issued, fully paid and nonassessable.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

March 27, 2017

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It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related prospectus under the caption “Legal Matters.” In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
 HALE AND DORR LLP

By: /s/ Rosemary G. Reilly
 Rosemary G. Reilly, a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” and to the use of our report dated March 3, 2017, in Amendment No 1 to the Registration Statement (Form S-3 No. 333-216528) and related prospectus of Editas Medicine, Inc. for the registration of up to 800,000 shares of its common stock.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 27, 2017

March 27, 2017

By Electronic Submission

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, DC 20549

Re: Editas Medicine, Inc.
Registration Statement on Form S-3
File No. 333-216528

Ladies and Gentlemen:

On behalf of Editas Medicine, Inc. (the “Company”), filed herewith is a pre-effective Amendment No. 1 (“Amendment No. 1”) to the Registration Statement referenced above.

Amendment No. 1 is being submitted in response to an oral comment of the Staff of the Securities and Exchange Commission (the “Commission”) to Rosemary G. Reilly of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Company.

This filing is being effected by direct transmission to the Commission’s EDGAR System.

If you have any further questions or comments, or if you require any additional information, please contact the undersigned by telephone at (617) 526-6633 or facsimile at (617) 526-5000. Thank you for your assistance.

Very truly yours,

Wilmer Cutler Pickering Hale and Dorr, LLP

By: /s/ Rosemary G. Reilly
Rosemary G. Reilly, Partner

cc: Katrine S. Bosley, President and CEO, Editas Medicine, Inc.

Cerulean Pharma Inc. | 35 Gatehouse Drive | Waltham, MA 02451 | P: 781-996-4300 | F: 844-894-CERU
