

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Borisy Alexis</u> (Last) (First) (Middle) <u>C/O EDITAS MEDICINE, INC.</u> <u>300 THIRD ST.</u> (Street) <u>CAMBRIDGE MA 02132</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Editas Medicine, Inc. [EDIT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2016		C		0 ⁽¹⁾	A	(2)	0	I	See Footnote ⁽¹⁾⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A-1 Preferred Stock	(2)	02/08/2016		C		0 ⁽⁴⁾		(2)	(2)	Common Stock	0 ⁽⁵⁾	\$0	0	I	See Footnote ⁽³⁾⁽⁴⁾
Series A-2 Preferred Stock	(2)	02/08/2016		C		0 ⁽⁴⁾		(2)	(2)	Common Stock	0 ⁽⁵⁾	\$0	0	I	See Footnote ⁽³⁾⁽⁴⁾
Series B Preferred Stock	(2)	02/08/2016		C		0 ⁽⁴⁾		(2)	(2)	Common Stock	0 ⁽⁵⁾	\$0	0	I	See Footnote ⁽³⁾⁽⁴⁾

Explanation of Responses:

- Represents 4,656,176 shares held by Third Rock Ventures III, L.P. (the "Fund") received by the Fund upon conversion of Series A-1, Series A-2 and Series B Preferred Stock upon closing of the Issuer's initial public offering.
- The Series A-1, Series A-2 and Series B Preferred Stock converted into Common Stock on a 2.6-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A-1, Series A-2 and B Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The Preferred Stock had no expiration date.
- The reporting person is a partner of Third Rock Ventures GP III, L.P., which is the general partner of the Fund. The reporting person disclaims beneficial ownership over the shares held by the Fund, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that he is the beneficial owner of such shares.
- Prior to the conversion, the Fund held 6,628,542 shares of Series A-1 Preferred Stock, 5,255,300 shares of Series A-2 Preferred Stock and 222,222 shares of Series B Preferred Stock.
- Prior to the conversion, the shares of Common Stock underlying Series A-1, Series A-2 and Series B Preferred Stock held by the Fund were 2,549,437, 2,021,269 and 85,470, respectively.

/s/ Anthony Joyce, attorney-in-fact 02/09/2016

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.