

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

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Editas Medicine, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation
or Organization)

46-4097528
(I.R.S. Employer
Identification No.)

11 Hurley Street
Cambridge, Massachusetts
(Address of Principal Executive Offices)

02141
(Zip Code)

2015 Stock Incentive Plan
2015 Employee Stock Purchase Plan
(Full Title of the Plans)

Cynthia Collins
President and Chief Executive Officer
Editas Medicine, Inc.
11 Hurley Street
Cambridge, Massachusetts 02141
(Name and Address of Agent For Service)

(617) 401-9000
(Telephone Number, Including Area Code, of Agent For Service)

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	2,451,445(2)	\$22.60(3)	\$55,402,657(3)	\$6,714.81

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
 - (2) Consists of (i) 1,961,156 additional shares issuable under the 2015 Stock Incentive Plan and (ii) 490,289 additional shares issuable under the 2015 Employee Stock Purchase Plan.
 - (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low sale prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on March 7, 2019.
-

Statement of Incorporation by Reference

This Registration Statement on Form S-8, relating to the 2015 Stock Incentive Plan and the 2015 Employee Stock Purchase Plan (collectively, the “Plans”) of Editas Medicine, Inc. (the “Registrant”), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the Plans has previously been filed and is effective. Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the following Registration Statements on Form S-8 previously filed by the registrant with the Securities and Exchange Commission:

(1) Registration Statement on Form S-8, File No. 333-209351, filed with the Securities and Exchange Commission on February 3, 2016 by the Registrant, relating to the Registrant’s 2013 Stock Incentive Plan, 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan.

(2) Registration Statement on Form S-8, File No. 333-216445, filed with the Securities and Exchange Commission on March 3, 2017 by the Registrant, relating to the Registrant’s 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan.

(3) Registration Statement on Form S-8, File No. 333-223529, filed with the Securities and Exchange Commission on March 8, 2018 by the Registrant, relating to the Registrant’s 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

<u>Number</u>	<u>Description</u>
4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(2)	Amended and Restated By-Laws of the Registrant
5.1	Opinion of Wilmer Cutler Pickering Hale & Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale & Dorr LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1(3)	2015 Stock Incentive Plan
99.2(4)	2015 Employee Stock Purchase Plan

-
- (1) Previously filed with the Securities and Exchange Commission on February 8, 2016 as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-37687) and incorporated herein by reference.
 - (2) Previously filed with the Securities and Exchange Commission on February 8, 2016 as Exhibit 3.2 to the Registrant’s Current Report on Form 8-K (File No. 001-37687) and incorporated herein by reference.
 - (3) Previously filed with the Securities and Exchange Commission on January 4, 2016 as Exhibit 10.10 to the Registrant’s Registration Statement on Form S-1 (File No. 333-208856) and incorporated herein by reference.
 - (4) Previously filed with the Securities and Exchange Commission on January 4, 2016 as Exhibit 10.25 to the Registrant’s Registration Statement on Form S-1 (File No. 333-208856) and 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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on March 14, 2019.

EDITAS MEDICINE, INC.

By: /s/ Cynthia Collins

Cynthia Collins
Interim Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Editas Medicine, Inc., hereby severally constitute and appoint Cynthia Collins and Eric Ek and each of them singly, our true and lawful attorneys with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Editas Medicine, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Cynthia Collins</u> Cynthia Collins	Interim Chief Executive Officer, Director (principal executive officer)	March 14, 2019
<u>/s/ Eric Ek</u> Eric Ek	Interim Chief Financial Officer (principal financial and accounting officer)	March 14, 2019
<u>/s/ James Mullen</u> James Mullen	Chairman of the Board	March 14, 2019
<u>/s/ Andrew Hirsch</u> Andrew Hirsch	Director	March 14, 2019
<u>/s/ Jessica Hopfield</u> Jessica Hopfield, Ph.D.	Director	March 14, 2019
<u>/s/ David Scadden</u> David Scadden, M.D.	Director	March 14, 2019
<u>/s/ Akshay K. Vaishnav</u> Akshay K. Vaishnav, M.D., Ph.D.	Director	March 14, 2019

March 14, 2019

+1 617 526 6000 (t)
+1 617 526 5000 (f)
wilmerhale.com

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

RE: Registration Statement on Form S-8; 2015 Stock Incentive Plan; 2015 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 2,451,445 shares of common stock, \$0.0001 par value per share (the "Shares"), of Editas Medicine, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan (collectively, the "Plans").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

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 certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

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

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

Editas Medicine, Inc.
March 14, 2019
Page 2

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

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.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. 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, Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan of Editas Medicine, Inc. of our reports dated February 28, 2019, with respect to the consolidated financial statements of Editas Medicine, Inc. and the effectiveness of internal control over financial reporting of Editas Medicine, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 14, 2019
