

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* Flagship Ventures Fund IV, L.P.			2. Issuer Name and Ticker or Trading Symbol Editas Medicine, Inc. [EDIT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2016			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
1 MEMORIAL DRIVE #7			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) CAMBRIDGE MA 02142								
(City) (State) (Zip)								

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		2,039,549	A	(1)	2,039,549	D ⁽²⁾	
Common Stock	02/08/2016		C		1,617,015	A	(1)	3,656,564	D ⁽²⁾	
Common Stock	02/08/2016		C		307,692	A	(1)	3,964,256	D ⁽²⁾	
Common Stock	02/08/2016		C		509,885	A	(1)	509,885	I	See Footnote ⁽³⁾
Common Stock	02/08/2016		C		404,253	A	(1)	914,138	I	See Footnote ⁽³⁾
Common Stock	02/08/2016		C		76,922	A	(1)	991,060	I	See Footnote ⁽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	Amount or Number of Shares				
Series A-1 Preferred Stock	(1)	02/08/2016		C			5,302,834	(1)	(1)	Common Stock	2,039,549	\$0	0	D ⁽²⁾	
Series A-2 Preferred Stock	(1)	02/08/2016		C			4,204,240	(1)	(1)	Common Stock	1,617,015	\$0	0	D ⁽²⁾	
Series B Preferred Stock	(1)	02/08/2016		C			800,001	(1)	(1)	Common Stock	307,692	\$0	0	D ⁽²⁾	
Series A-1 Preferred Stock	(1)	02/08/2016		C			1,325,708	(1)	(1)	Common Stock	509,885	\$0	0	I	See Footnote ⁽³⁾
Series A-2 Preferred Stock	(1)	02/08/2016		C			1,051,060	(1)	(1)	Common Stock	404,253	\$0	0	I	See Footnote ⁽³⁾
Series B Preferred Stock	(1)	02/08/2016		C			199,999	(1)	(1)	Common Stock	76,922	\$0	0	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person* Flagship Ventures Fund IV, L.P.		
(Last)	(First)	(Middle)
1 MEMORIAL DRIVE #7		
(Street) CAMBRIDGE MA 02142		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund IV-Rx, L.P.](#)

(Last) (First) (Middle)
1 MEMORIAL DRIVE #7

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund IV General Partner LLC](#)

(Last) (First) (Middle)
1 MEMORIAL DRIVE #7

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KANIA EDWIN M JR](#)

(Last) (First) (Middle)
1 MEMORIAL DR. #7

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AFEYAN NOUBAR](#)

(Last) (First) (Middle)
1 MEMORIAL DRIVE #7

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

Explanation of Responses:

1. 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 shares had no expiration date.
2. Held by Flagship Ventures Fund IV, L.P. ("Flagship IV"). Flagship Ventures Fund IV General Partner LLC ("Flagship IV LLC") is the general partner of Flagship IV. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship IV LLC. Flagship IV LLC and each of these individuals may be deemed to share voting and investment power with respect to all shares held by Flagship IV. Each of the filing persons other than Flagship IV disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.
3. Held by Flagship Ventures Fund IV-Rx, L.P. ("Flagship IV-Rx"). Flagship IV LLC is the general partner of Flagship IV-Rx. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship IV LLC. Flagship IV LLC and each of these individuals may be deemed to share voting and investment power with respect to all shares held by Flagship IV-Rx. Each of the filing persons other than Flagship IV-Rx disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.

[FLAGSHIP VENTURES FUND IV, L.P., By: Flagship Ventures Fund IV General Partner, LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager](#) [02/09/2016](#)

[FLAGSHIP VENTURES FUND IV-RX, L.P., By: Flagship Ventures Fund IV General Partner, LLC, By: /s/ Noubar Afeyan](#) [02/09/2016](#)

[FLAGSHIP VENTURES FUND IV GENERAL PARTNER LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager](#) [02/09/2016](#)

[/s/ Edwin Kania Jr.](#) [02/09/2016](#)

[/s/ Noubar Afeyan](#) [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.