

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Polaris Venture Management Co. VI, L.L.C.</u>  (Last) (First) (Middle) 1000 WINTER STREET, SUITE 3350  (Street) WALTHAM MA 02451  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/02/2016	3. Issuer Name and Ticker or Trading Symbol <u>Editas Medicine, Inc. [ EDIT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(1)	(1)	Common Stock	2,549,435	(1)	I	See footnote <sup>(2)</sup>
Series A-2 Preferred Stock	(1)	(1)	Common Stock	2,021,269	(3)	I	See footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	(1)	Common Stock	85,469	(4)	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>Polaris Venture Management Co. VI, L.L.C.</u>  (Last) (First) (Middle) 1000 WINTER STREET, SUITE 3350  (Street) WALTHAM MA 02451  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Polaris Venture Partners VI, L.P.</u>  (Last) (First) (Middle) 1000 WINTER STREET, SUITE 3350  (Street) WALTHAM MA 02451  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Polaris Venture Partners Founders' Fund VI, L.P.</u>  (Last) (First) (Middle) 1000 WINTER STREET, SUITE 3350  (Street) WALTHAM MA 02451  (City) (State) (Zip)
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(City)

(State)

(Zip)

**Explanation of Responses:**

1. The Series A-1 Preferred Stock is convertible into Common Stock on a 2.6-for-one basis into the number of shares shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
2. These shares are owned directly by Polaris Venture Partners VI, L.P. and Polaris Venture Partners Founders' Fund VI, L.P. (together with Polaris Venture Partners VI, L.P., the "Polaris Funds"). Polaris Venture Management Co. VI, L.L.C. ("Polaris Management") is the general partner of the Polaris Funds. Kevin Bitterman has an assignee interest in Polaris Management. Kevin Bitterman disclaims beneficial ownership of all the shares held by the Polaris Funds except to the extent of his pecuniary interest therein.
3. The Series A-2 Preferred Stock is convertible into Common Stock on a 2.6-for-one basis into the number of shares shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
4. The Series B Preferred Stock is convertible into Common Stock on a 2.6-for-one basis into the number of shares shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

**Remarks:**

Exhibit List Exhibit 24 - Power of Attorney

/s/ Mary Blair, Attorney-in-Fact for Polaris Venture Management Co. VI, L.L.C.      02/02/2016

/s/ Mary Blair, Attorney-in-Fact for Polaris Venture Management Co. VI, L.L.C., the General Partner of Polaris Venture Partners VI, L.P.      02/02/2016

/s/ Mary Blair, Attorney-in-Fact for Polaris Venture Management Co. VI, L.L.C., the General Partner of Polaris Venture Partners Founders' Fund VI, L.P.      02/02/2016

\*\* 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 5 (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.**

POWER OF ATTORNEY

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The undersigned (the "Reporting Person") hereby constitutes and appoints Mary Blair, signing singly, with full power of substitution, as the Reporting Person's true and lawful attorney in fact to:

(1) prepare, execute in the Reporting Person's name and on the Reporting Person's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the Reporting Person to make electronic filings with the SEC of Reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) prepare and file on behalf of such Reporting Person any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13- F, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the SEC pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to the Reporting Person's (a) status as an officer or director of, or (b) ownership of, or transactions in, the securities of, any entity whose securities are beneficially owned (directly or indirectly) by the Reporting Person ("Portfolio Companies");

(3) do and perform any and all acts for and on behalf of the Reporting Person which may be necessary or desirable to complete and execute any such Reports, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the Reporting Person, it being understood that the documents executed by such attorney in fact on behalf of the Reporting Person pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The Reporting Person hereby grants to such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the Reporting Person might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The Reporting Person acknowledges that the foregoing attorney in fact, in serving in such capacity at the request of the Reporting Person, is not assuming any of the Reporting Person's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney with respect to the Reporting Person shall remain in full force and effect until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of Portfolio Companies, unless earlier revoked in a signed writing delivered to the foregoing attorney in fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of this 2nd day of February, 2016.

Polaris Venture Management Co. VI, L.L.C.

By: /s/ Brian Chee

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Name: Brian Chee

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Title: Managing Partner  
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