

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>VIKING GLOBAL INVESTORS LP</u>  (Last) (First) (Middle) <u>55 RAILROAD AVENUE</u>  (Street) <u>GREENWICH CT 06830</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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Former 10% Owner</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2016</u>	

**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	02/08/2015		C		1,709,401	A	(8)	1,709,401	I	See explanation of responses <sup>(1)(2)(3)(6)(7)(8)</sup>
Common Stock	02/08/2015		P		1,000,000	A	(9)	2,709,401	I	See explanation of responses <sup>(1)(2)(3)(4)(5)(7)(9)</sup>
Common Stock	02/08/2015		P		20,407	A	(10)	2,729,808	I	See explanation of responses <sup>(1)(2)(3)(4)(5)(7)(10)</sup>
Common Stock	02/08/2015		C		1,709,401	A	(8)	1,709,401	D <sup>(3)(7)(8)</sup>	
Common Stock	02/08/2015		P		256,986	A	(9)	256,986	D <sup>(3)(7)(9)</sup>	
Common Stock	02/08/2015		P		15,072	A	(10)	15,072	D <sup>(3)(7)(10)</sup>	
Common Stock	02/08/2015		P		481,567	A	(9)	481,567	D <sup>(3)(7)(9)</sup>	
Common Stock	02/08/2015		P		261,447	A	(9)	261,447	D <sup>(3)(7)(9)</sup>	
Common Stock	02/08/2015		P		5,335	A	(10)	266,782	D <sup>(3)(7)(10)</sup>	

**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 B Preferred Stock	(8)	02/08/2016		C		4,444,444		(8)	(8)	Common Stock	1,709,401 <sup>(8)</sup>	(8)	0	I	See explanation of responses <sup>(1)(2)(3)(6)(7)(8)</sup>
Series B Preferred Stock	(8)	02/08/2016		C		4,444,444		(8)	(8)	Common Stock	1,709,401 <sup>(8)</sup>	(8)	0	D <sup>(3)(7)(8)</sup>	

1. Name and Address of Reporting Person* <u>VIKING GLOBAL INVESTORS LP</u>  (Last) (First) (Middle) <u>55 RAILROAD AVENUE</u>  (Street) <u>GREENWICH CT 06830</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Viking Global Opportunities Illiquid Investments Sub-Master LP</u>  (Last) (First) (Middle) <u>55 RAILROAD AVENUE</u>  (Street) <u>GREENWICH CT 06830</u>  (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Viking Global Opportunities Portfolio GP LLC</a>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)

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<a href="#">Viking Global Opportunities GP LLC</a>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">HALVORSEN OLE ANDREAS</a>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Ott David C.</a>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Sundheim Daniel S.</a>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)

**Explanation of Responses:**

- O. Andreas Halvorsen, David C. Ott and Daniel S. Sundheim are Executive Committee members of certain management entities, including Viking Global Partners LLC, the general partner of Viking Global Investors LP ("VGI"), Viking Global Performance LLC ("VGP"), Viking Long Fund GP LLC ("VLFGP") and Viking Global Opportunities GP LLC ("Opportunities GP"), the sole owner of Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP"). VGI provides managerial services to various investment funds, including Viking Global Opportunities Illiquid Investments Sub-Master LP ("Opportunities Fund"), Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGE II"), VGE III Portfolio Ltd. ("VGE III") and Viking Long Fund Master Ltd. ("VLFM," and together with VGE, VGE II, VGE III and Opportunities Fund, the "Viking Funds").
- VGP is the general partner of VGE and VGE II and the investment manager of VGE III. Opportunities Portfolio GP is the general partner of Opportunities Fund. VLFGP serves as the investment manager of VLFM. Each of the Viking Funds, VGI, VGP, VLFGP, Opportunities GP, Opportunities Portfolio GP, Mr. Halvorsen, Mr. Ott and Mr. Sundheim (collectively, the "Reporting Persons") may be deemed to beneficially own the shares reported on this form.
- VGI provides managerial services to (i) VGE, which directly holds 256,986 shares of common stock of the Issuer ("Common Stock"); (ii) VGE II, which directly holds 15,072 shares of Common Stock; (iii) VGE III, which directly holds 481,567 shares of Common Stock; (iv) VLFM, which directly holds 266,782 shares of Common Stock; and (v) Opportunities Fund, which directly holds 1,709,401 shares of Common Stock. Because of the relationship between VGI and the Viking Funds, VGI may be deemed to beneficially own the shares of Common Stock directly held by the Viking Funds.
- VGP is the general partner of VGE and VGE II and the investment manager of VGE III. Because of the relationships between VGP and VGE, VGE II and VGE III, respectively, VGP may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGE II and VGE III.
- VLFGP serves as the investment manager of VLFM. Because of the relationship between VLFGP and VLFM, VLFGP may be deemed to beneficially own the shares of Common Stock directly held by VLFM.
- Opportunities Portfolio GP is the general partner of Opportunities Fund. Because of the relationship between Opportunities Portfolio GP and Opportunities Fund, Opportunities Portfolio GP may be deemed to beneficially own the shares of Common Stock held directly by Opportunities Fund. Opportunities GP is the sole owner of Opportunities Portfolio GP. Because of the relationship between Opportunities GP and Opportunities Portfolio GP, Opportunities GP may be deemed to beneficially own the shares of Common Stock held directly by Opportunities Fund.
- The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
- On February 8, 2016, the 4,444,444 shares of Series B Preferred Stock held by Opportunities Fund automatically converted into 1,709,401 shares of Common Stock in connection with the Issuer's initial public offering ("IPO"). The conversion reflected an adjustment for a one-for-2.6 reverse stock split of the Common Stock.
- On February 8, 2016, the Viking Funds acquired an aggregate of 1,000,000 shares of Common Stock at a price of \$16.00 per share in connection with the IPO. VGE acquired 256,986 shares in the IPO, VGE III acquired 481,567 shares in the IPO and VLFM acquired 261,447 shares in the IPO.
- On February 8, 2016, the Viking Funds acquired an aggregate of 20,407 shares of Common Stock at a purchase price of \$18.00 per share in open-market transactions following the IPO. VGE II acquired 15,072 of such shares and VLFM acquired 5,335 of such shares.

**Remarks:**

(11) The Reporting Persons are jointly filing this Form 4/A pursuant to Rule 16a-3(j) under the Exchange Act. (12) Each of O. Andreas Halvorsen, David C. Ott and Daniel S. Sundheim is signing individually and as an Executive Committee Member of VIKING GLOBAL PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP. (13) Because no more than 10 reporting persons can file any one Form 4/A

through the Securities and Exchange Commission's EDGAR system, VGP, VGE, VGE II, VGE III, VLFGP and VLFM have jointly filed with the Reporting Persons on a separate Form 4/A filing submitted on the same day hereof. (14) This amendment is being filed to check the box indicating that the Reporting Persons are no longer subject to Section 16.

/s/ O. ANDREAS HALVORSEN 02/09/2016  
(11)(12)

/s/ DAVID C. OTT (11)(12) 02/09/2016

/s/ DANIEL S. SUNDHEIM (11) 02/09/2016  
(12)

\*\* 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.**