

**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>Polaris Venture Management Co. VI, L.L.C.</u>  (Last) (First) (Middle) <u>ONE MARINA PARK DRIVE, 10TH FLOOR</u>  (Street) <u>BOSTON MA 02210</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/08/2016</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	09/08/2016		s		500,000	D	\$16.8	4,156,173	I	See Footnote <sup>(1)</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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Polaris Venture Management Co. VI, L.L.C.  
 (Last) (First) (Middle)  
ONE MARINA PARK DRIVE, 10TH FLOOR  
 (Street)  
BOSTON MA 02210  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Polaris Venture Partners VI, L.P.  
 (Last) (First) (Middle)  
1000 WINTER STREET, SUITE 3350  
 (Street)  
WALTHAM MA 02451  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Polaris Venture Partners Founders' Fund VI, L.P.  
 (Last) (First) (Middle)  
1000 WINTER STREET, SUITE 3350  
 (Street)

(Street)	WALTHAM	MA	02451
(City)		(State)	(Zip)

**Explanation of Responses:**

1. 3,926,710 of these shares are owned directly by Polaris Venture Partners VI, L.P. and 229,463 of the shares are owned by 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 each of the Polaris Funds. Kevin Bitterman, a member of the Board of Directors of the Issuer, has an assignee interest in Polaris Management. Each of Polaris Management and Mr. Bitterman disclaim beneficial ownership of all the shares owned by the Polaris Funds and this report shall not be deemed an admission that either is the beneficial owner of such shares for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.

**Remarks:**

<a href="#"><u>/s/ Mary Blair, Attorney-in-Fact for Polaris Venture Management Co. VI, L.L.C.</u></a>	<a href="#"><u>09/12/2016</u></a>
<a href="#"><u>/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.</u></a>	<a href="#"><u>09/12/2016</u></a>
<a href="#"><u>/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.</u></a>	<a href="#"><u>09/12/2016</u></a>

\*\* 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.**