

**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       |

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Third Rock Ventures III, L.P.</u><br><br>(Last) (First) (Middle)<br><u>C/O THIRD ROCK VENTURES, LLC,</u><br><u>29 NEWBURY STREET, 3RD FLOOR</u><br><br>(Street)<br><u>BOSTON MA 02116</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Editas Medicine, Inc. [ EDIT ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below)                   |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/16/2016</u>                |  |
|  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 08/16/2016                           |  | j <sup>(1)(2)</sup>            |   | 750,000   | D          | <sup>(1)(2)</sup> | 3,906,176   | D <sup>(3)</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\*  
Third Rock Ventures III, L.P.  
 (Last) (First) (Middle)  
C/O THIRD ROCK VENTURES, LLC,  
29 NEWBURY STREET, 3RD FLOOR  
 (Street)  
BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Third Rock Ventures GP III, L.P.  
 (Last) (First) (Middle)  
29 NEWBURY STREET, 3RD FLOOR  
 (Street)  
BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TRV GP III, LLC  
 (Last) (First) (Middle)  
29 NEWBURY STREET, 3RD FLOOR

(Street)  
**BOSTON MA 02116**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[LEVIN MARK J](#)

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(Last) (First) (Middle)  
**C/O THIRD ROCK VENTURES, LLC  
 29 NEWBURY STREET, 3RD FLOOR**

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(Street)  
**BOSTON MA 02116**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[STARR KEVIN P](#)

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(Last) (First) (Middle)  
**C/O THIRD ROCK VENTURES, LLC  
 29 NEWBURY STREET, 3RD FLOOR**

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(Street)  
**BOSTON MA 02116**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[TEPPER ROBERT I](#)

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(Last) (First) (Middle)  
**C/O THIRD ROCK VENTURES, LLC  
 29 NEWBURY STREET, 3RD FLOOR**

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(Street)  
**BOSTON MA 02116**

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(City) (State) (Zip)

**Explanation of Responses:**

- On August 16, 2016, Third Rock Ventures III, L.P. ("TRV III") distributed, for no consideration, 750,000 shares of Common Stock of the Issuer (the "Shares") to its limited partners and to Third Rock Ventures GP III, L.P. ("TRV GP III"), the general partner of TRV III, representing each such partner's pro rata interest in such Shares. On the same date, TRV GP III distributed, for no consideration, the Shares it received in the distribution by TRV III to its partners, representing each such partner's pro rata interest in such Shares.
- (continued from Footnote 1) All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- These shares are directly held by TRV III. The general partner of TRV III is TRV GP III. The general partner of TRV GP III is TRV GP III, LLC ("TRV GP III LLC"). The individual managers of TRV GP III LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper"). Each of TRV GP III, TRV GP III LLC, Levin, Starr and Tepper disclaims beneficial ownership of the shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.

**Remarks:**

[/s/ Kevin Gillis, Chief  
 Financial Officer of TRV GP  
 III, LLC, general partner of  
 Third Rock Ventures GP III,  
 L.P., general partner of Third  
 Rock Ventures III, L.P.](#) [08/16/2016](#)

[/s/ Kevin Gillis, Chief  
 Financial Officer of TRV GP  
 III, LLC, general partner of  
 Third Rock Ventures GP III,  
 L.P.](#) [08/16/2016](#)

[/s/ Kevin Gillis, Chief  
 Financial Officer of TRV GP  
 III, LLC](#) [08/16/2016](#)

[/s/ Kevin Gillis by power of  
 attorney for Mark Levin](#) [08/16/2016](#)

[/s/ Kevin Gillis by power of  
 attorney for Kevin Starr](#) [08/16/2016](#)

[/s/ Kevin Gillis by power of  
 attorney for Dr. Robert Tepper](#) [08/16/2016](#)

\*\* 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.**