

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

EDITAS MEDICINE, INC.
(Name of registrant as specified in its charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



Governance Engagement Presentation

May 2021

Forward Looking Statements

This presentation contains forward-looking statements and information within the meaning of The Private Securities Litigation Reform Act of 1995. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "target," "should," "would," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. The Company may not actually achieve the plans, intentions, or expectations disclosed in these forward-looking statements, and you should not place undue reliance on these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in these forward-looking statements as a result of various factors, including: uncertainties inherent in the initiation and completion of preclinical studies and clinical trials and clinical development of the Company's product candidates; availability and timing of results from preclinical studies and clinical trials; whether interim results from a clinical trial will be predictive of the final results of the trial or the results of future trials; expectations for regulatory approvals to conduct trials or to market products and availability of funding sufficient for the Company's foreseeable and unforeseeable operating expenses and capital expenditure requirements. These and other risks are described in greater detail under the caption "Risk Factors" included in the Company's most recent Annual Report on Form 10-K, which is on file with the Securities and Exchange Commission, and in other filings that the Company may make with the Securities and Exchange Commission in the future. Any forward-looking statements contained in this presentation speak only as of the date hereof, and the Company expressly disclaims any obligation to update any forward-looking statements, whether because of new information, future events or otherwise.

A Message From Our CEO

Editas was founded in 2013 with the mission to discover and develop a novel class of genome editing therapeutics. Specifically, our focus is to create therapeutics that enable precise and corrective molecular modification to treat the underlying cause of a broad range of diseases at the genetic level. There are well over 6,000 known genetic disorders, with new genetic disorders regularly being identified in medical literature. Our long-term vision at Editas is to bring medicines to patients with limited therapeutic options to help them overcome the disorders that are inhibiting their lives.

We've made tremendous progress towards achieving this vision and overcoming the numerous technical challenges of transforming gene editing technology into clinically practical and important therapeutics. We, along with everyone else, had to contend with the COVID-19 global pandemic. It was incredibly humbling seeing many of our peer companies work in unison to find viable solutions.

Biotechnology companies were suddenly essential to our social health. If there is any silver lining to the pandemic, I hope this encourages more students of under-represented minorities to pursue careers in the life sciences. I have personally been involved in expanding career opportunities, mentoring, and financial support for minorities pursuing education and careers in life sciences through my work on the board of the Biomedical Sciences Career Program for over 20 years.

Addressing the widening biotechnology skills gap to ensuring equitable access to things like education, laboratories, safety equipment, and online literature is absolutely critical. Actively seeking and providing opportunities to diverse candidates is necessary and something we embrace. Attraction, retention and development of talent is our most important responsibility in our quest to develop breakthrough therapies for important diseases.

How we balance the interests of shareholders, employees, patients, and our communities is constantly evaluated by management and directors. We are constantly refining and updating our practices to better align with all stakeholders, including making recent meaningful changes to our workforce diversity disclosures, committing to board diversity, and shifting to a performance-based CEO compensation program. Many of the amendments to our governance practices are direct responses to the feedback we received from you, our shareholders.

At Editas, our responsibilities and values are embedded in our everyday principles as we strive to reach our highest potential for all our stakeholders. Our leadership team and board remain committed to delivering new, innovative medicines to patients while facilitating a safe, inclusive, and collaborative culture. I look forward to updating you on our continued progress.



James Mullen
Chairman & CEO



Editas is **Transforming Medicine**

Harnessing the power and potential of gene editing to develop medicines for people living with serious diseases around the world

Striving to discover, develop, manufacture, and commercialize transformative, durable genomic medicines

Three Platforms of Medicine Development

Built on a Powerful Gene Editing Engine and a Talented Team

1 *In Vivo*

Global leader in *in vivo* gene editing medicines, starting with LCA10, moving into other inherited retinal diseases, and eventually into different tissues



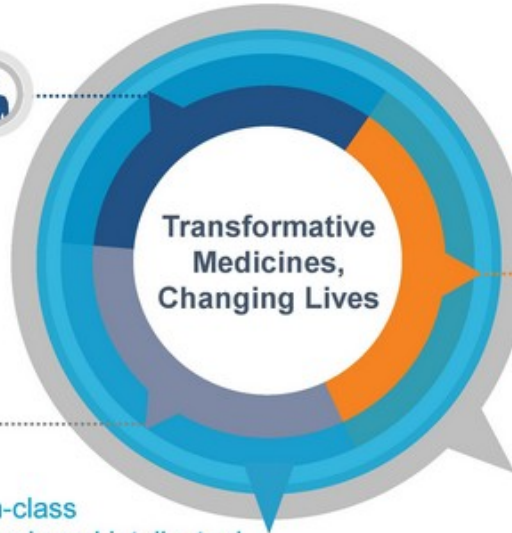
2 *Ex Vivo*

Differentiated approach for treating sickle cell and beta thalassemia



3 *Cell Therapy*

Gene edited iPSC NK cells to revolutionize cancer treatments for multiple tumor types



**Transformative
Medicines,
Changing Lives**

The Engine: best-in-class gene editing platform, broad intellectual property, flexible and robust manufacturing capabilities

The People: seasoned executive team supported by world-class scientists

Company Highlights

Best-In-Class *In Vivo* and *Ex Vivo* Gene Edited Medicines

First ever administration of an *in vivo* gene editing medicine in humans with **EDIT-101** for potentially curing genetic blindness

Expanding *in vivo* gene editing medicines to address unmet monogenetic diseases worldwide

Developing **EDIT-301** as potential best-in-class *ex vivo* cell medicine for sickle cell disease and beta-thalassemia

Developing potential best-in-class iPSC-derived NK (iNK) cell medicines for solid tumors



Financial, Operational and Organizational Excellence

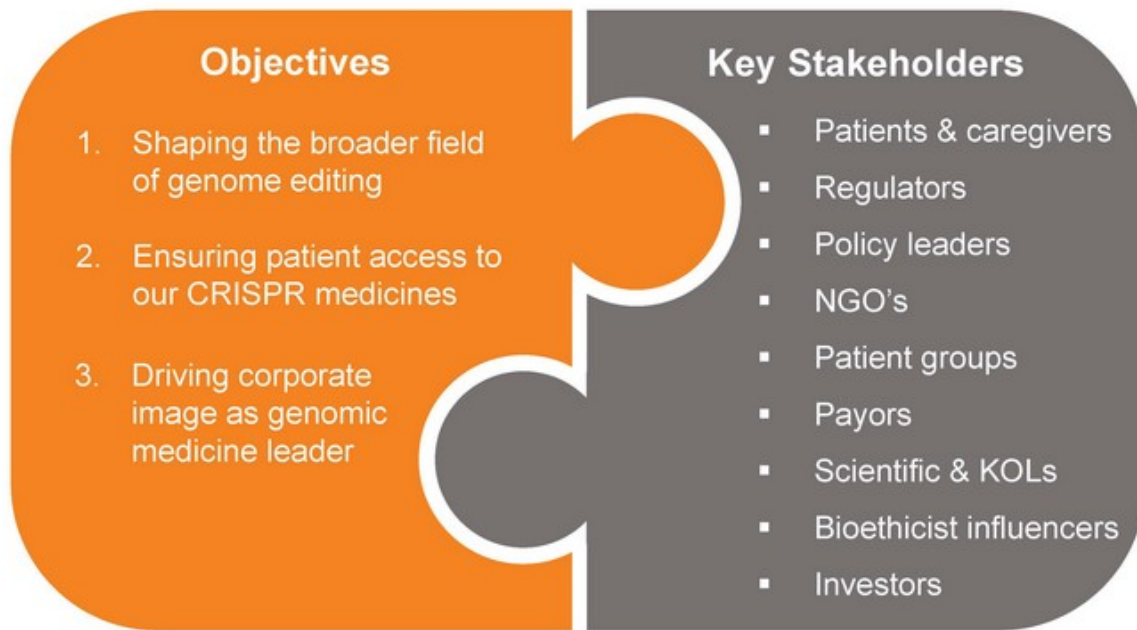
Robust **internal and external manufacturing** capabilities, ready to scale for commercialization

Strong intellectual property position in the space with exclusive rights to foundational Cas9 and Cas12a patent estates

Sufficient capital to **sustain operations well into 2023**

Diverse and experienced leadership team bridging from research towards commercialization

Leading in an Interconnected Genome Editing World



Our Commitment to Patients

- ✔ **Engage Regularly** Seek opportunities to learn from the communities we aim to treat and bring their voice into the decision making and development process.
- ✔ **Listen Actively** Health and treatment is deeply personal, and there are differences and similarities across all rare diseases and individuals affected by these diseases.
- ✔ **Be Authentic** We are optimistic about the opportunities our medicines can bring, but the journey is long. Through transparent communication about Editas and our science we will ensure expectations are realistic.



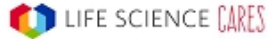
Proactive Conversations Across All Forums



For many years, Editas has worked with Mass Eye and Ear on research and clinical programs, including as a site for our LCA1D Natural History Study and for our lead clinical program, the BRILLIANCE study.



Editas and Cura worked together on a unique model/partnership between Vatican, academic leaders, industry, patients, government to explore leading-edge technology and topics to convene a gene editing session with discussing science, ethics, faith, and impact on culture and society



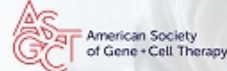
Editas Medicine is a founding and active member of Life Science Cares. We and our employees work with Life Science Cares to help make a positive impact through volunteering and raising awareness of the issues of poverty and inequality.



To ensure an environment exists that supports appropriate patient access to single administration, durable treatments at reimbursement rates that are commensurate with value, Editas is actively engaged with key influencers and innovators such as Express Scripts on initiatives to define and develop new, value-based payment arrangements that support better care and outcomes for patients.



A community of Colorado life sciences companies, of which Editas is an active member through our Boulder facilities, advocating for a collaborative life sciences ecosystem and a supportive business climate.




Editas Medicine and ASGCT have worked together for many years to help further ASGCT's mission of raising awareness and helping education via advocacy initiatives, conference sponsorship and participation, and serving on various committees.



Editas has a multi-year relationship with Sofia Sees Hope, including sponsoring events and participating in their annual conference.



Editas is partnered with leading organizations such as Pioneer Institute for Public Policy Research that are on the vanguard of thinking about new payment models as a way to ensure patients have access to potentially transformative gene editing medicines in the years ahead.



Editas works with leading organizations that promote scientific and medical advancements, patient care, and new payment models allowing patients to access life-saving therapies.

Executive Compensation Philosophy

Our goal is to implement an executive compensation program that attracts and retains qualified and talented executives, motivates such executives to achieve our business goals and rewards them for short-and long-term performance with a simple and clear compensation structure.

WHAT WE DO

- ✓ Maintain an industry-specific peer group for benchmarking pay
- ✓ Target pay based on market norms
- ✓ Balance short- and long-term incentives (through annual cash bonuses and equity awards)
- ✓ Maintain a compensation recoupment (clawback) policy
- ✓ Set robust executive and non-employee director Stock Ownership Guidelines
- ✓ Use multiple financial and strategic measures to determine incentive payouts, include caps on annual incentive payments
- ✓ Engage independent compensation consultant

WHAT WE DON'T DO

- ✗ No employment agreements that guarantee a certain compensation level or employment term
- ✗ No guaranteed annual salary increases or guaranteed bonuses
- ✗ No single-trigger vesting in connection with a change-in-control for equity awards
- ✗ No executive perquisites or personal benefits beyond limited perquisites for new hires
- ✗ No hedging or pledging or speculative transaction in our securities
- ✗ No re-pricing of equity awards without shareholder approval
- ✗ No excise tax gross-ups

CEO Compensation Highlights

Performance based stock options and restricted stock units

- ✔ Incentives linked to actions that create sustainable stockholder value
- ✔ Significant equity focus strengthens alignment of interests with those of long-term stockholders
- ✔ Significant majority of pay is at-risk
- ✔ No guaranteed bonus or awards
- ✔ No guaranteed employment term



Key Board Highlights

60

years

average age of board member

Index Average = 62.2 years

3

years

average tenure on Editas' board

Index Average = 9.5 years

33%

women

Index Average = 19%

33%

racial / ethnic diversity

Index Average = 12%

		BOARD COMMITTEES
Meeta Chatterjee, Ph.D.	SVP, Global Business Development, Legend Biotech	Audit, Compensation
Andrew Hirsch	President & CEO, C4 Therapeutics	Audit (Chair), Compensation
Jessica Hopfield, Ph.D. Lead Independent Director	Former Partner, McKinsey & Co	Nom/Gov (Chair), Audit, Science/Tech
James Mullen	Chairman & CEO, Editas	-
David Scadden, M.D.	Gerald and Darlene Jordan Professor of Medicine at Harvard University	Nom/Gov, Science/Tech
Akshay Vaishnaw, M.D., Ph.D.	President R&D, Alnylam Pharma	Compensation (Chair), Science/Tech (Chair)

Experienced Leadership Team

28

years

Management team
average experience

2

years

Average tenure at
Editas Medicine

57%

gender diversity

		YEARS OF EXPERIENCE
James Mullen	Chairman, President, and Chief Executive Officer	40
Michelle Robertson	Chief Financial Officer	30
Lisa Michaels	Chief Medical Officer	25
Gad Berdugo	Chief Business Officer	25
Charlene Stern	Chief Legal Officer	20
Harry Gill	Senior Vice President Operations	30
Clare Carmichael	Chief Human Resources Officer	30

Corporate Governance Highlights

Our governance structure strives to ensure independent oversight of an experienced management team and protection of long-term stockholder value

- Diverse board
- Board oversight of corporate strategy and risk
- Stock ownership guidelines for executive officers and directors
- Mandatory retirement age of 75

- Regular Board and Committee self-evaluation
- Annual evaluation of CEO by independent directors
- Clawback policy



- 5 of 6 directors are independent
- Lead Independent Director with delineated responsibilities
- 100% independence among standing board committees

- No poison pill
- One-share, one-vote
- No dual-class common stock

Human Capital Management

Our human capital is integral to Editas' success

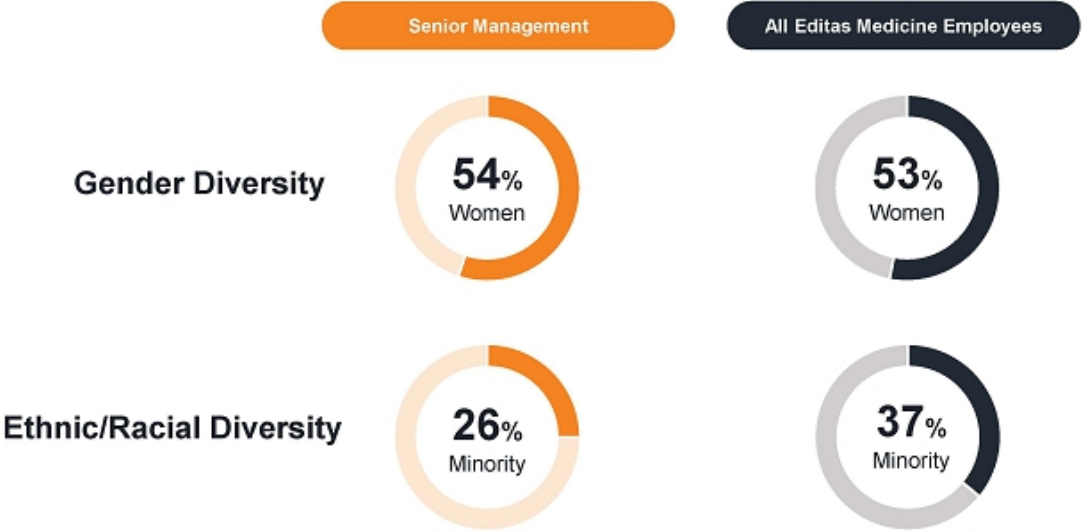
Our human capital resources objectives include attracting, retaining, developing and motivating a diverse team of highly skilled employees at all levels.

- ✔ Competitive salary and bonus packages
- ✔ Opportunities for equity ownership, including stock-based compensation awards and an employee stock purchase plan
- ✔ Development programs enabling continued learning and professional growth
- ✔ Employment packages promoting well-being, including health care, retirement planning and paid time off
- ✔ Regular benchmarking against industry peers to ensure Editas remains competitive and attractive to potential new hires

Editas frequently conducts employee surveys to gauge employee engagement and solicit feedback and enhance our understanding of the views of our employees, work environment and culture.

Representative Differences

Editas regularly reviews representational data and identifies a diverse pool of candidates for all job openings to ensure we remain an inclusive culture that continues to strengthen through diversity.





Thank you