

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>Flynn James E</u>  (Last) (First) (Middle) 780 THIRD AVENUE, 37TH FLOOR  (Street) NEW YORK NY 10017  (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) <input checked="" type="checkbox"/> Other (specify below) Possible Member of 10% Group
	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	02/08/2016		C		854,700	A	(1)	854,700	I	Through Deerfield Private Design Fund III, L.P. <sup>(2)(3)</sup>
Common Stock	02/08/2016		C		854,700	A	(1)	854,700	I	Through Deerfield Healthcare Innovations Fund, L.P. <sup>(2)(3)</sup>
Common Stock	02/08/2016		P		100,000	A	\$16	954,700	I	Through Deerfield Private Design Fund III, L.P. <sup>(2)(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)		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	(1)	02/08/2016		C		854,700		(1)	(1)	Common Stock	854,700	(1)	0	I	Through Deerfield Private Design Fund III, L.P. <sup>(2)(3)</sup>
Series B Preferred Stock	(1)	02/08/2016		C		854,700		(1)	(1)	Common Stock	854,700	(1)	0	I	Through Deerfield Healthcare Innovations Fund, L.P. <sup>(2)(3)</sup>

1. Name and Address of Reporting Person* <u>Flynn James E</u>  (Last) (First) (Middle) 780 THIRD AVENUE, 37TH FLOOR  (Street) NEW YORK NY 10017
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Deerfield Mgmt III, L.P.</u>		
(Last)	(First)	(Middle)
780 THIRD AVENUE, 37TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<u>DEERFIELD MANAGEMENT CO</u>		
(Last)	(First)	(Middle)
780 THIRD AVENUE, 37TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<u>Deerfield Private Design Fund III, L.P.</u>		
(Last)	(First)	(Middle)
780 THIRD AVENUE, 37TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<u>Deerfield Healthcare Innovations Fund, L.P.</u>		
(Last)	(First)	(Middle)
780 THIRD AVENUE, 37TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<u>Deerfield Mgmt HIF, L.P.</u>		
(Last)	(First)	(Middle)
780 THIRD AVENUE 37TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

**Explanation of Responses:**

- Each share of Series B Preferred Stock automatically converted into 1 share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering of Common Stock.
- This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt III, L.P. is the general partner of Deerfield Private Design Fund III, L.P. ("Fund III") and Deerfield Mgmt HIF, L.P. is the general partner of Deerfield Healthcare Innovations Fund, L.P. (together with Fund III, the "Funds"). Deerfield Management Company, L.P. is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt III, L.P., Deerfield Mgmt HIF, L.P. and Deerfield Management Company, L.P.
- In accordance with Instruction 4 (b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

**Remarks:**

Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with regard to Editas Medicine, Inc. filed with the Securities and Exchange Commission on February 2, 2016 by Deerfield Mgmt, L.P., Deerfield Mgmt III, L.P., Deerfield Management Company, L.P., Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P., Deerfield Private Design Fund, L.P., Deerfield Private Design International, L.P., Deerfield PDI Financing, L.P., Deerfield PDI Financing II, L.P., Deerfield Private Design Fund II, L.P., Deerfield Private Design International II, L.P., Deerfield International Master Fund, L.P., Deerfield Healthcare Innovations Fund, L.P., Deerfield Mgmt HIF, L.P., Breaking Stick Holdings, LLC, Deerfield Private Design Fund III, L.P. and James E. Flynn.

/s/ Jonathan Isler

02/08/2016

\*\* Signature of Reporting Person

Date

\* 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.**

Joint Filer Information

Names: Deerfield Mgmt HIF, L.P., Deerfield Mgmt III, L.P., Deerfield Management Company, L.P.,  
Deerfield Healthcare Innovations Fund, L.P. and Deerfield Private Design Fund III, L.P.

Address: 780 Third Avenue, 37<sup>th</sup> Floor  
New York, NY 10017

Designated Filer: James E. Flynn

Issuer and Ticker Symbol: Editas Medicine, Inc. [EDIT]

Date of Event Requiring Statement: February 8, 2016

The undersigned, Deerfield Mgmt HIF, L.P., Deerfield Mgmt III, L.P., Deerfield Management Company, L.P., Deerfield Healthcare Innovations Fund, L.P. and Deerfield Private Design Fund III, L.P. are jointly filing the attached Statement of Changes in Beneficial Ownership on Form 4 with James E. Flynn with respect to the beneficial ownership of securities of Editas Medicine, Inc.

Signatures:

DEERFIELD MGMT HIF, L.P.

By: J.E. Flynn Capital HIF, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD MGMT III, L.P.

By: J.E. Flynn Capital III, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD PRIVATE DESIGN FUND III, L.P.

By: Deerfield Mgmt III, L.P., General Partner

By: J.E. Flynn Capital III, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD HEALTHCARE INNOVATIONS FUND, L.P.

By: Deerfield Mgmt HIF, L.P., General Partner

By: J.E. Flynn Capital HIF, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact