

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Third Rock Ventures III, L.P.</u> (Last) (First) (Middle) C/O THIRD ROCK VENTURES, LLC, 29 NEWBURY STREET, 3RD FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/02/2016	3. Issuer Name and Ticker or Trading Symbol <u>Editas Medicine, Inc. [EDIT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(1)	(1)	Common Stock	2,549,437	(1)	D ⁽²⁾	
Series A-2 Preferred Stock	(1)	(1)	Common Stock	2,021,269	(1)	D ⁽²⁾	
Series B Preferred Stock	(1)	(1)	Common Stock	85,470	(1)	D ⁽²⁾	

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

1. Name and Address of Reporting Person* <u>TRV GP III, LLC</u> (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		
(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*		
STARR KEVIN 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*		
TEPPER ROBERT I		
(Last)	(First)	(Middle)
C/O THIRD ROCK VENTURES, LLC		
29 NEWBURY STREET, 3RD FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of Series A-1, Series A-2 and Series B Preferred Stock is convertible, at any time, at the holder's election, into Common Stock of the Issuer on a 2.6-for-one basis. In addition, effective upon the closing of the Issuer's initial public offering of its Common Stock, each share of preferred stock will automatically convert on a 2.6-for-one basis without payment of consideration. The preferred stock has no expiration date.
- The shares are directly held by Third Rock Ventures III, L.P. ("TRV III"). The general partner of TRV III is Third Rock Ventures GP III, L.P. ("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 these shares except to the extent of its or his pecuniary interest therein, if any.

Remarks:

[Exhibit 24 Power of Attorney and Exhibit 99 Joint Filer Information](#)

[/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.](#) [02/02/2016](#)

[/s/ Kevin Gillis, Chief
Financial Officer of TRV GP
III, LLC, general partner of
Third Rock Ventures GP III,
L.P.](#) [02/02/2016](#)

[/s/ Kevin Gillis, Chief
Financial Officer of TRV GP
III, LLC](#) [02/02/2016](#)

[/s/ Kevin Gillis by power of
attorney for Mark Levin](#) [02/02/2016](#)

[/s/ Kevin Gillis by power of
attorney for Kevin Starr](#) [02/02/2016](#)

[/s/ Kevin Gillis by power of
attorney for Dr. Robert Tepper](#) [02/02/2016](#)

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Kevin Gillis his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, director, officer, member or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof. Each of the undersigned may execute this power of attorney in separate counterparts, and each counterpart shall be deemed to be an original instrument. This agreement shall be effective as to each of the undersigned as of the date signed by that signatory.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 16th day of January, 2014.

/s/ Mark Levin

Mark Levin

/s/ Kevin P. Starr

Kevin P. Starr

/s/ Robert I. Tepper

Robert I. Tepper

FORM 3 JOINT FILER INFORMATION

Names of Joint Filers:

Third Rock Ventures III, L.P.

Third Rock Ventures GP III, L.P.

TRV GP III, LLC

Mark Levin

Kevin Starr

Dr. Robert Tepper

Address of Joint Filers:

C/O Third Rock Ventures, LLC
29 Newbury Street, 3rd Floor
Boston, MA 02116

Designated Filer:

Third Rock Ventures III, L.P.

Issuer and Ticker Symbol:

Editas Medicines, Inc. [EDIT]

Date of Event:

February 2, 2016

Signatures of Joint Filers:

THIRD ROCK VENTURES III, L.P.

By: THIRD ROCK VENTURES GP III, L.P.,
General Partner

By: TRV GP III, LLC,
General Partner

By: /s/ Kevin Gillis

Kevin Gillis
Chief Financial Officer

THIRD ROCK VENTURES GP III, L.P.

By: TRV GP III, LLC,
General Partner

By: /s/ Kevin Gillis

Kevin Gillis
Chief Financial Officer

TRV GP III, LLC

By: /s/ Kevin Gillis

Kevin Gillis
Chief Financial Officer

MARK LEVIN

/s/ Kevin Gillis, As attorney-in-fact

Mark Levin

KEVIN P. STARR

/s/ Kevin Gillis, As attorney-in-fact

Kevin Starr

ROBERT I. TEPPER

/s/ Kevin Gillis, As attorney-in-fact

Dr. Robert Tepper