

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Third Rock Ventures III, L.P.</u> (Last) (First) (Middle) <u>C/O THIRD ROCK VENTURES, LLC,</u> <u>29 NEWBURY STREET, 3RD FLOOR</u> (Street) <u>BOSTON MA 02116</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>02/08/2016</u>	
	4. 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 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		4,656,176 ⁽¹⁾	A	(2)	4,656,176	D ⁽³⁾	

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 A-1 Preferred Stock	(2)	02/08/2016		C		6,628,542		(2)	(2)	Common Stock	2,549,437	\$0.00	0	D ⁽⁴⁾	
Series A-2 Preferred Stock	(2)	02/08/2016		C		5,255,300		(2)	(2)	Common Stock	2,021,269	\$0.00	0	D ⁽⁴⁾	
Series B Preferred Stock	(2)	02/08/2016		C		222,222		(2)	(2)	Common Stock	85,470	\$0.00	0	D ⁽⁴⁾	

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

(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:

1. Represents the total number of shares of Common Stock received by Third Rock Ventures III, L.P. ("TRV III") upon conversion of Series A-1, Series A-2 and Series B Preferred Stock in connection with the closing of the Issuer's initial public offering.
2. The Series A-1, Series A-2 and Series B Preferred Stock converted into Common Stock on a 2.6-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A-1, Series A-2 and B Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The Preferred Stock had no expiration date.
3. The shares are directly held by 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.
4. 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:

/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. 02/08/2016

/s/ Kevin Gillis, Chief Financial Officer of TRV GP III, LLC, general partner of Third Rock Ventures GP III, L.P. 02/08/2016

/s/ Kevin Gillis, Chief Financial Officer of TRV GP III, LLC 02/08/2016

/s/ Kevin Gillis by power of attorney for Mark Levin 02/08/2016

/s/ Kevin Gillis by power of attorney for Kevin Starr 02/08/2016

/s/ Kevin Gillis by power of attorney for Dr. Robert Tepper 02/08/2016

** 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.