

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

**FORM S-3  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**Editas Medicine, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

46-4097528  
(I.R.S. Employer  
Identification Number)

11 Hurley Street  
Cambridge, Massachusetts 02141  
(617) 401-9000  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Gilmore O'Neill  
President and Chief Executive Officer  
Editas Medicine, Inc.  
11 Hurley Street  
Cambridge, Massachusetts 02141  
(617) 401-9000  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

Stuart M. Falber  
Wilmer Cutler Pickering Hale and Dorr LLP  
60 State Street  
Boston, Massachusetts 02109  
(617) 526-6000

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-277471

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of an additional aggregate amount of securities of Editas Medicine, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. [333-277471](#)), which was originally filed on February 28, 2024, as amended by Post-Effective Amendment No. 1 and Post-Effective Amendment No. 2, each filed on March 5, 2025, and last declared effective on March 21, 2025, are incorporated in this registration statement by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

### UNDERTAKING

The registrant hereby certifies to the Securities and Exchange Commission that (i) it has instructed its bank to pay the Securities and Exchange Commission the filing fee set forth in the filing fee table that is attached as an exhibit to this registration statement by wire transfer of such amount to the Securities and Exchange Commission's account at U.S. Bank as soon as practicable (but no later than the close of business on May 27, 2026); (ii) it will not revoke such instruction; (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee; and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than May 27, 2026.

### EXHIBIT INDEX

Exhibit No.	Description
<a href="#">5.1</a>	<a href="#">Opinion of Wilmer Cutler Pickering Hale and Dorr LLP</a>
<a href="#">23.1</a>	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm</a>
<a href="#">23.2</a>	<a href="#">Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)</a>
<a href="#">107</a>	<a href="#">Filing fee table</a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cambridge, Commonwealth of Massachusetts, on this 26th day of May, 2026.

EDITAS MEDICINE, INC.

By: /s/ Gilmore O'Neill  
Gilmore O'Neill  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gilmore O'Neill</u> Gilmore O'Neill	President, Chief Executive Officer and Director (principal executive officer)	May 26, 2026
<u>/s/ Amy Parison</u> Amy Parison	Senior Vice President and Chief Financial Officer (principal financial and accounting officer)	May 26, 2026
<u>/s/ Jessica Hopfield</u> Jessica Hopfield, Ph.D.	Chair of the Board	May 26, 2026
<u>/s/ Bernadette Connaughton</u> Bernadette Connaughton	Director	May 26, 2026
<u>/s/ Andrew Hirsch</u> Andrew Hirsch	Director	May 26, 2026
<u>/s/ Elliott Levy</u> Elliott Levy, M.D.	Director	May 26, 2026
<u>/s/ David Scadden</u> David Scadden, M.D.	Director	May 26, 2026

WILMERHALE

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wilmerhale.com

May 26, 2026

Editas Medicine, Inc.  
11 Hurley Street  
Cambridge, MA 02141Re: Editas Medicine, Inc. – Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-3 (the "Registration Statement") filed by Editas Medicine, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of shares of Common Stock (the "Shares"), par value \$0.0001 per share, of the Company ("Common Stock") and accompanying common stock warrants (the "Common Stock Warrants") to purchase shares of Common Stock (or pre-funded warrants to purchase shares of Common Stock (the "Pre-Funded Warrants" and together with the Common Stock Warrants, the "Warrants") in lieu thereof), with a proposed maximum aggregate offering price of \$13,387,307.95. The Shares and the Common Stock Warrants are collectively referred to herein as the "Securities". The shares of the Common Stock issuable upon exercise of the Common Stock Warrants (including any shares of Common Stock issuable upon exercise of Pre-Funded Warrants originally issued upon exercise of Common Stock Warrants) are herein referred to as the "Warrant Shares."

The Securities are to be issued and sold by the Company pursuant to an underwriting agreement, dated May 26, 2026 (the "Underwriting Agreement"), to be entered into by and among the Company and Cantor Fitzgerald & Co. and Wells Fargo Securities, LLC, as representatives of the underwriters named therein, which will be filed with the Commission as an exhibit to a Current Report on Form 8-K.

We are acting as counsel for the Company in connection with the issue and sale by the Company of the Securities. We have examined and relied upon a signed copy of the Registration Statement as filed with the Commission. We have also examined and relied upon the Underwriting Agreement, the forms of Warrants, minutes of meetings and actions of the stockholders and the Board of Directors of the Company, including the committees thereof, as provided to us by the Company, the Certificate of Incorporation and By-Laws of the Company, each as restated and/or amended to date, and such other documents, instruments and certificates as we have deemed necessary for the purposes of rendering the opinions hereinafter set forth.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

Our opinions set forth below are qualified to the extent that they may be subject to or affected by (i) applicable bankruptcy, insolvency, reorganization, receivership, moratorium, fraudulent transfer, fraudulent conveyance or similar laws relating to or affecting the rights or remedies of creditors generally, (ii) statutory or decisional law concerning recourse by creditors to security in the absence of notice or hearing, (iii) duties and standards imposed on creditors and parties to contracts, including, without limitation, requirements of good faith, reasonableness and fair dealing, and (iv) general equitable principles. We express no opinion as to the availability of any equitable or specific remedy upon any breach of any of the agreements as to which we are opining herein, or any of the agreements, documents or obligations referred to therein, or to the successful assertion of any equitable defenses, inasmuch as the availability of such remedies or the success of any equitable defense may be subject to the discretion of a court.

We also express no opinion herein as to any provision of any agreement (a) which may be deemed to or construed to waive any right of the Company, (b) to the effect that rights and remedies are not exclusive, that every right or remedy is cumulative and may be exercised in addition to or with any other right or remedy and does not preclude recourse to one or more other rights or remedies, (c) relating to the effect of invalidity or unenforceability of any provision of such agreement on the validity or enforceability of any other provision thereof, (d) which is in violation of public policy, including, without limitation, any provision relating to indemnification and contribution with respect to securities law matters, (e) which provides that the terms of such agreement may not be waived or modified except in writing, (f) relating to choice of law or consent to jurisdiction, (g) requiring the payment of penalties, consequential damages or liquidated damages or (h) with respect to any matters which require the performance of a mathematical calculation or the making of a financial or accounting determination.

We also express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the State of New York and the General Corporation Law of the State of Delaware.

Based upon and subject to the foregoing, we are of the opinion that:

1. The Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Underwriting Agreement, such Shares will be validly issued, fully paid and nonassessable.
  2. The Common Stock Warrants have been duly authorized by the Company and, when the Common Stock Warrants are executed by the Company and delivered and paid for in accordance with the terms and conditions of the Underwriting Agreement, will constitute valid and legally binding obligations of the Company.
  3. The Pre-Funded Warrants have been duly authorized by the Company and, when the Pre-Funded Warrants are issued and paid for upon exercise of the Common Stock Warrants in accordance with the terms the Common Stock Warrants, will constitute valid and legally binding obligations of the Company.
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4. The Warrant Shares have been duly authorized and reserved for issuance and, when issued and paid for upon exercise in accordance with the terms of the applicable Warrant, will be validly issued, fully paid and nonassessable.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related prospectus and any prospectus supplement under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

By: /s/ Wilmer Cutler Pickering Hale and Dorr LLP  
WILMER CUTLER PICKERING HALE AND DORR LLP

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference therein of our report dated March 9, 2026, with respect to the consolidated financial statements of Editas Medicine, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

*/s/ Ernst & Young LLP*

Boston, Massachusetts  
May 26, 2026

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# Calculation of Filing Fee Tables

S-3

## Editas Medicine, Inc.

Table 1: Newly Registered and Carry Forward Securities

Not Applicable

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
<b>Newly Registered Securities</b>												
	Equity	Common Stock, par value \$0.0001 per share	457(o)									
	Other	Warrants	457(o)									
Fees to be Paid	Unallocated <sup>1</sup> (Universal) Shelf		457(o)			\$ 13,387,307.95	0.0001381	\$ 1,848.79				
Fees Previously Paid												
<b>Carry Forward Securities</b>												
Carry Forward Securities												
Total Offering Amounts:						\$ 13,387,307.95		\$ 1,848.79				
Total Fees Previously Paid:								\$ 0.00				
Total Fee Offsets:								\$ 0.00				
Net Fee Due:								\$ 1,848.79				

### Offering Note

1

The Registrant previously registered the offer and sale of certain securities, including its common stock, par value \$0.0001 per share, having a proposed maximum aggregate offering price of \$350,000,000 pursuant to Registration Statement on Form S-3 (File No. 333-277471), which was originally filed on February 28, 2024, as amended by Post-Effective Amendment No. 1 and Post-Effective Amendment No. 2, each filed by the Registrant on March 5, 2025, and last declared effective by the Securities and Exchange Commission on March 21, 2025 (the "Prior Registration Statement"). As of the date hereof, a balance of \$306,057,139.05 of such securities remains unsold under the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV(A) of Form S-3, the Registrant is hereby registering the offer and sale of an additional \$13,387,307.95 of its shares of common stock. The additional amount of securities that is being registered for offer and sale represents no more than 20% of the maximum aggregate offering price of the remaining securities available to be sold under the Prior Registration Statement.

Table 2: Fee Offset Claims and Sources

Not Applicable

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
<b>Rules 457(b) and 0-11(a)(2)</b>											
Fee Offset Claims											
Fee Offset Sources											
<b>Rule 457(p)</b>											
Fee Offset Claims											
Fee Offset Sources											

Table 3: Combined Prospectuses

Not Applicable

Security Type	Security Class Title	Amount of Securities	Maximum Aggregate Offering Price of	Form Type	File Number	Initial Effective Date

			<b>Previously Registered</b>	<b>Securities Previously Registered</b>			
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