

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Flagship Ventures Fund IV, L.P.</u>  (Last) (First) (Middle) <u>1 MEMORIAL DRIVE #7</u>  (Street) <u>CAMBRIDGE MA 02142</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>08/11/2016</u>	
		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	08/11/2016		J <sup>(1)</sup>		1,200,000	D	(1)	2,764,256	D <sup>(2)</sup>	
Common Stock	08/11/2016		J <sup>(1)</sup>		300,000	D	(1)	691,060	I	See Footnote <sup>(3)</sup>
Common Stock	08/11/2016		J <sup>(1)</sup>		50,271	D	(1)	0 <sup>(1)</sup>	I	See Footnote <sup>(4)</sup>
Common Stock								22,711 <sup>(1)</sup>	I	See Footnote <sup>(5)</sup>
Common Stock								22,711 <sup>(1)</sup>	I	See Footnote <sup>(6)</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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Flagship Ventures Fund IV, L.P.  
  
 (Last) (First) (Middle)  
1 MEMORIAL DRIVE #7  
  
 (Street)  
CAMBRIDGE MA 02142  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Flagship Ventures Fund IV-Rx, L.P.  
  
 (Last) (First) (Middle)  
1 MEMORIAL DRIVE #7  
  
 (Street)  
CAMBRIDGE MA 02142  
  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Flagship Ventures Fund IV General Partner LLC</a>		
(Last)	(First)	(Middle)
1 MEMORIAL DRIVE #7		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">AFEYAN NOUBAR</a>		
(Last)	(First)	(Middle)
1 MEMORIAL DRIVE #7		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">KANIA EDWIN M JR</a>		
(Last)	(First)	(Middle)
1 MEMORIAL DRIVE #7		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

**Explanation of Responses:**

- On August 11, 2016, Flagship Ventures Fund IV, L.P. ("Flagship IV") and Flagship Ventures Fund IV-Rx, L.P. ("Flagship IV-Rx") distributed to its limited partners and sole general partner, Flagship Ventures Fund IV General Partner, LLC ("Flagship IV LLC"), pro rata and without consideration, 1,200,000 shares and 300,000 shares, respectively, of the Issuer's common stock. Flagship IV LLC, in turn, distributed to its members, pro rata and without consideration, the 50,261 shares and 10 shares it received from Flagship IV and Flagship IV-Rx, respectively. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr., each a manager of Flagship IV LLC, each received 22,711 shares through Flagship IV LLC's distribution.
- Held by Flagship IV. Flagship IV LLC is the general partner of Flagship IV. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship IV LLC. Flagship IV LLC and each of these individuals may be deemed to share voting and investment power with respect to all shares held by Flagship IV. Each of the filing persons other than Flagship IV disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.
- Held by Flagship IV-Rx. Flagship IV LLC is the general partner of Flagship IV-Rx. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship IV LLC. Flagship IV LLC and each of these individuals may be deemed to share voting and investment power with respect to all shares held by Flagship IV-Rx. Each of the filing persons other than Flagship IV-Rx disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.
- Held by Flagship IV LLC. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship IV LLC. Each of these individuals may be deemed to share voting and investment power with respect to all shares held by Flagship IV LLC. Each of the filing persons other than Flagship IV LLC disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.
- Held by Noubar B. Afeyan, Ph.D. Each of the filing persons other than Noubar B. Afeyan, Ph.D. disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.
- Held by Edwin M. Kania, Jr. Each of the filing persons other than Edwin M. Kania, Jr. disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.

**Remarks:**

[FLAGSHIP VENTURES FUND IV, L.P., By: Flagship Ventures Fund IV General Partner LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager](#) [08/15/2016](#)

[FLAGSHIP VENTURES FUND IV-RX, L.P., By: Flagship Ventures Fund IV General Partner LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager](#) [08/15/2016](#)

[FLAGSHIP VENTURES FUND IV GENERAL PARTNER LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager](#) [08/15/2016](#)

[NOUBAR B. AFEYAN, Ph.D., /s/ Noubar B. Afeyan](#) [08/15/2016](#)

[EDWIN M. KANIA, JR., /s/ Edwin M. Kania, Jr.](#) [08/15/2016](#)

\*\* 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.**