

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Bitterman Kevin</u>  (Last) (First) (Middle) <u>C/O EDITAS MEDICINE, INC.</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) <input checked="" type="checkbox"/> 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)		

**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		2,549,435	A	(1)	2,549,435	I	See Footnote(2)
Common Stock	02/08/2016		C		2,021,269	A	(1)	4,570,704	I	See Footnote(2)
Common Stock	02/08/2016		C		85,469	A	(1)	4,656,173	I	See Footnote(2)

**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	(1)	02/08/2016		C		6,628,542	(1)	(1)	Common Stock	2,549,435	\$0	0	I	See Footnote(2)	
Series A-2 Preferred Stock	(1)	02/08/2016		C		5,255,300	(1)	(1)	Common Stock	2,021,269	\$0	0	I	See Footnote(2)	
Series B Preferred Stock	(1)	02/08/2016		C		222,222	(1)	(1)	Common Stock	85,469	\$0	0	I	See Footnote(2)	

**Explanation of Responses:**

- 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 shares had no expiration date.
- These shares are owned directly by Polaris Venture Partners VI, L.P. and Polaris Venture Partners Founders' Fund VI, L.P. (together with Polaris Venture Partners VI, L.P., the "Polaris Funds"). Polaris Venture Management Co. VI, L.L.C. ("Polaris Management") is the general partner of the Polaris Funds. Kevin Bitterman has an assignee interest in Polaris Management. Kevin Bitterman disclaims beneficial ownership of all the shares held by the Polaris Funds except to the extent of his pecuniary interest therein.

/s/ Anthony Joyce, attorney-in-fact 02/09/2016

\*\* 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.

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