

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>Hack Andrew A. F.</u> (Last) (First) (Middle) <u>C/O EDITAS MEDICINE, INC.</u> <u>11 HURLEY ST.</u> (Street) <u>CAMBRIDGE MA 02141</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 10% Owner Officer (give title below) Other (specify below) <u>Chief Financial Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2018</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 | 02/14/2018 | | M ⁽¹⁾ | | 6,000 | A | \$6.48 | 6,000 | D | |
| Common Stock | 02/14/2018 | | S ⁽¹⁾ | | 6,000 | D | \$32.71 ⁽²⁾ | 0 | D | |
| Common Stock | 02/15/2018 | | M ⁽¹⁾ | | 6,000 | A | \$6.48 | 6,000 | D | |
| Common Stock | 02/15/2018 | | S ⁽¹⁾ | | 6,000 | D | \$34.61 ⁽³⁾ | 0 | D | |
| Common Stock | 02/16/2018 | | M ⁽¹⁾ | | 6,000 | A | \$6.48 | 6,000 | D | |
| Common Stock | 02/16/2018 | | S ⁽¹⁾ | | 6,000 | D | \$35.32 ⁽⁴⁾ | 0 | D | |

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 |
| Stock Option (right to buy) | \$6.48 | 02/14/2018 | | M ⁽¹⁾ | | | 6,000 | (5) | 09/13/2025 | Common Stock | 6,000 | \$0 | 75,662 | D | |
| Stock Option (right to buy) | \$6.48 | 02/15/2018 | | M ⁽¹⁾ | | | 6,000 | (5) | 09/13/2025 | Common Stock | 6,000 | \$0 | 69,662 | D | |
| Stock Option (right to buy) | \$6.48 | 02/16/2018 | | M ⁽¹⁾ | | | 6,000 | (5) | 09/13/2025 | Common Stock | 6,000 | \$0 | 63,662 | D | |

Explanation of Responses:

- The exercise and sale reported on this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person on December 15, 2017.
- This transaction was executed in multiple trades at prices ranging from \$32.27 to \$33.07. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$34.50 to \$34.79. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$34.82 to \$35.79. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This option was granted on September 14, 2015 and is scheduled to vest over four years with 25% of the shares having vested on July 1, 2016, and the remaining 75% of the shares scheduled to vest in equal monthly installments thereafter through July 1, 2019.

/s/ Andrew Hack 02/16/2018

** 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.

