

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>O'Neill Gilmore Neil</u>  (Last) (First) (Middle) C/O EDITAS MEDICINE, INC. 11 HURLEY ST.  (Street) CAMBRIDGE MA 02141  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2024		A <sup>(1)</sup>		130,700	A	\$0	260,869	D	
Common Stock	03/02/2024		A <sup>(2)</sup>		72,213	A	\$0	333,082	D	
Common Stock	03/02/2024		A <sup>(3)</sup>		72,212	A	\$0	405,294	D	
Common Stock	03/05/2024		S <sup>(4)</sup>		77,824	D	\$9.4172 <sup>(5)</sup>	327,470	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)	\$10.53	03/02/2024		A		392,100		(6)	03/01/2034	Common Stock	392,100	\$0	392,100	D	

**Explanation of Responses:**

- The common stock received by the Reporting Person was in connection with the grant of a restricted stock unit award to the Reporting Person, for no consideration, and which is scheduled to vest over four years with 25% of the units vesting on March 2, 2025 and the remaining 75% of the units scheduled to vest in equal quarterly installments thereafter through March 2, 2028.
- Reflects the vesting, upon the achievement of a specified research and development milestone, of a portion of a performance-based restricted stock unit award originally granted on June 2, 2022.
- Reflects the vesting, upon the achievement of a business development milestone, of a portion of a performance-based restricted stock unit award originally granted on June 2, 2022.
- Sale was effected pursuant to a durable automatic sales instruction plan adopted by the Reporting Person on April 13, 2022, and represents the sale of shares by the Issuer necessary to meet tax withholding obligations as a result of vesting in restricted stock units on March 2, 2024. The sale does not represent a discretionary trade by the Reporting Person.
- This transaction was executed in multiple trades at prices ranging from \$9.1036 to \$9.4298. The price reported above reflects the weighted average purchase 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 March 2, 2024 and is scheduled to vest over four years in equal monthly installments beginning on April 2, 2024 through March 2, 2028.

**Remarks:**

/s/ Gilmore O'Neill 03/05/2024  
 \*\* 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.