

**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>Woiwode Thomas</u>  (Last) (First) (Middle) C/O CRISPR THERAPEUTICS, INC. 200 SIDNEY STREET  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CRISPR Therapeutics AG [ CRSP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/18/2016	
	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							684,014	I	See footnote <sup>(1)</sup>	
Common Stock	10/24/2016		C		437,247	A	(2)	676,895	I	See footnote <sup>(3)</sup>
Common Stock	10/24/2016		C		3,100,477	A	(2)	3,777,372	I	See footnote <sup>(3)</sup>
Common Stock	10/24/2016		C		231,077	A	(2)	4,008,449	I	See footnote <sup>(3)</sup>
Common Stock	10/24/2016		P		95,596	A	\$14	4,104,045	I	See footnote <sup>(3)</sup>
Common Stock	10/24/2016		C		2,754	A	(2)	2,754	I	See footnote <sup>(4)</sup>
Common Stock	10/24/2016		C		19,524	A	(2)	22,278	I	See footnote <sup>(4)</sup>
Common Stock	10/24/2016		C		1,454	A	(2)	23,732	I	See footnote <sup>(4)</sup>
Common Stock	10/24/2016		P		602	A	\$14	24,334	I	See footnote <sup>(4)</sup>
Common Stock	10/24/2016		C		2,210,417	A	(2)	2,210,417	I	See footnote <sup>(5)</sup>
Common Stock	10/24/2016		C		173,167	A	(2)	2,383,584	I	See footnote <sup>(5)</sup>
Common Stock	10/24/2016		P		60,219	A	\$14	2,443,803	I	See footnote <sup>(5)</sup>
Common Stock	10/24/2016		C		66,490	A	(2)	66,490	I	See footnote <sup>(6)</sup>
Common Stock	10/24/2016		C		5,210	A	(2)	71,700	I	See footnote <sup>(6)</sup>
Common Stock	10/24/2016		C		168,224	A	(2)	168,224	I	See footnote <sup>(7)</sup>
Common Stock	10/24/2016		C		13,180	A	(2)	181,404	I	See footnote <sup>(7)</sup>
Common Stock	10/24/2016		P		4,583	A	\$14	185,987	I	See footnote <sup>(7)</sup>
Common Stock	10/24/2016		C		73,704	A	(2)	73,704	I	See footnote <sup>(8)</sup>
Common Stock	10/24/2016		C		5,774	A	(2)	79,478	I	See footnote <sup>(8)</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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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)	V	(A)	(D)	Date Exercisable	Expiration Date	Common Stock Title	Number of Shares	\$	Owned Following Reporting Period (Instr. 4)	(I) (Instr. 4)	(Instr. 4)
Stock Option (Right to Buy)	\$14	10/18/2016		A	V	30,000 <sup>(9)</sup>			10/18/2026	Common Stock	30,000 <sup>(9)</sup>	\$0	60,000 <sup>(9)</sup>	I	See footnote <sup>(9)</sup>
Series A-1 Preferred Shares	(2)	10/24/2016		C			437,247	(2)	(2)	Common Stock	437,247	(2)	0	I	See footnote <sup>(3)</sup>
Series A-1 Preferred Shares	(2)	10/24/2016		C			2,754	(2)	(2)	Common Stock	2,754	(2)	0	I	See footnote <sup>(4)</sup>
Series A-2 Preferred Shares	(2)	10/24/2016		C			3,100,477	(2)	(2)	Common Stock	3,100,477	(2)	0	I	See footnote <sup>(3)</sup>
Series A-2 Preferred Shares	(2)	10/24/2016		C			19,524	(2)	(2)	Common Stock	19,524	(2)	0	I	See footnote <sup>(4)</sup>
Series A-3 Preferred Shares	(2)	10/24/2016		C			2,210,417	(2)	(2)	Common Stock	2,210,417	(2)	0	I	See footnote <sup>(5)</sup>
Series A-3 Preferred Shares	(2)	10/24/2016		C			66,490	(2)	(2)	Common Stock	66,490	(2)	0	I	See footnote <sup>(6)</sup>
Series A-3 Preferred Shares	(2)	10/24/2016		C			168,224	(2)	(2)	Common Stock	168,224	(2)	0	I	See footnote <sup>(7)</sup>
Series A-3 Preferred Shares	(2)	10/24/2016		C			73,704	(2)	(2)	Common Stock	73,704	(2)	0	I	See footnote <sup>(8)</sup>
Series B Preferred Shares	(2)	10/24/2016		C			231,077	(2)	(2)	Common Stock	231,077	(2)	0	I	See footnote <sup>(3)</sup>
Series B Preferred Shares	(2)	10/24/2016		C			1,454	(2)	(2)	Common Stock	1,454	(2)	0	I	See footnote <sup>(4)</sup>
Series B Preferred Shares	(2)	10/24/2016		C			173,167	(2)	(2)	Common Stock	173,167	(2)	0	I	See footnote <sup>(5)</sup>
Series B Preferred Shares	(2)	10/24/2016		C			5,210	(2)	(2)	Common Stock	5,210	(2)	0	I	See footnote <sup>(6)</sup>
Series B Preferred Shares	(2)	10/24/2016		C			13,180	(2)	(2)	Common Stock	13,180	(2)	0	I	See footnote <sup>(7)</sup>
Series B Preferred Shares	(2)	10/24/2016		C			5,774	(2)	(2)	Common Stock	5,774	(2)	0	I	See footnote <sup>(8)</sup>

**Explanation of Responses:**

- Each of the Reporting Person and Bradley Bolzon are managing members of Versant Venture Management, LLC. One-half of these shares were issued to the Reporting Person and one-half of these shares were issued to Mr. Bolzon, in each case, as compensation for service on the Issuer's board of directors. Pursuant to agreements with Versant Venture Management, LLC, the Reporting Person and Mr. Bolzon are deemed to hold these securities for the benefit of Versant Venture Management, LLC. Accordingly, Versant Venture Management, LLC may be deemed to be the indirect beneficial owner of these securities, and the Reporting Person may be deemed to indirectly beneficially own the securities through his interest in Versant Venture Management, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- Each share of the Issuer's Series A-1 Preferred Stock, Series A-2 Preferred Stock, Series A-3 Preferred Stock and Series B Preferred Stock automatically converted into 1 share of the Issuer's Common Stock in its firm commitment initial public offering pursuant to the Issuer's prospectus (Form 424B4) filed with the Securities and Exchange Commission on October 19, 2016.
- These securities are held of record by Versant Venture Capital IV, L.P. ("VVC IV"). Versant Ventures IV, LLC ("VV IV") is the sole general partner of VVC IV and may be deemed to have voting and investment power over the securities held by VVC IV and as a result may be deemed to have beneficial ownership over such securities. The Reporting Person is a managing director of VV IV and may be deemed to indirectly beneficially own the securities through his interest in VV IV. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein, if any.
- These securities are held of record by Versant Side Fund IV, L.P. ("VSF IV"). VV IV is the sole general partner of VSF IV and may be deemed to have voting and investment power over the securities held by VSF IV and as a result may be deemed to have beneficial ownership over such securities. The Reporting Person is a managing director of VV IV and may be deemed to indirectly beneficially own the securities through his interest in VV IV. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein, if any.
- These securities are held of record by Versant Venture Capital V, L.P. ("VVC V"). Versant Ventures V, LLC ("VV V") is the sole general partner of VVC V and may be deemed to have voting and investment power over the securities held by VVC V and as a result may be deemed to have beneficial ownership over such securities. The Reporting Person is a managing director of VV V and may be deemed to indirectly beneficially own the securities through his interest in VV V. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein, if any.
- These securities are held of record by Versant Affiliates Fund V, L.P. ("VAF V"). VV V is the sole general partner of VAF V and may be deemed to have voting and investment power over the securities held by VAF V and as a result may be deemed to have beneficial ownership over such securities. The Reporting Person is a managing director of VV V and may be deemed to indirectly beneficially own the securities through his interest in VV V. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein, if any.
- These securities are held of record by Versant Venture Capital V (Canada) LP ("VVC CAN"). Versant Ventures V (Canada) GP, Inc. ("VV V CAN GP") is the sole general partner of Versant Ventures V (Canada), L.P. ("VV V CAN") and VV V CAN is the sole general partner of VVC CAN. VV V CAN GP and VV V CAN may be deemed to have voting and investment power over the securities held by VVC CAN and as a result may be deemed to have beneficial ownership over such securities. The Reporting Person is a director of VV V CAN GP and may be deemed to indirectly beneficially own the shares through his interest in VV V CAN GP. The Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, if any.
- These securities are held of record by Versant Ophthalmic Affiliates Fund I, L.P. ("VOA"). VV V is the sole general partner of VOA and may be deemed to have voting and investment power over the securities held by VOA and as a result may be deemed to have beneficial ownership over such securities. The Reporting Person is a managing director of VV V and may be deemed to indirectly beneficially own the securities through his interest in VV V. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein, if any.
- The option grant reported hereby was made to Bradley Bolzon as compensation for services on the Issuer's board of directors. One-half of the securities held after the reported transaction, as reported in column 9, are held by the Reporting Person (the grant of which was previously reported by the Reporting Person) and one-half of the reported securities are held by Mr. Bolzon. Pursuant to the agreements described in footnote (1), the Reporting Person and Mr. Bolzon are deemed to hold these securities for the benefit of Versant Venture Management, LLC. Accordingly, Versant Venture Management, LLC may be deemed to be the indirect beneficial owner of these securities, and the Reporting Person may be deemed to indirectly beneficially own the securities through his interest in Versant Venture Management, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- This option was granted on October 18, 2016 with respect to 30,000 Common Shares with 100% of the shares vesting in 36 equal monthly installments beginning October 31, 2016.

**Remarks:**

This Form 4 is being filed solely to report the grant of an option on October 18, 2016 in which the Reporting Person has an indirect beneficial interest, as well as the conversion of preferred stock into common stock that occurred upon the closing of the Issuer's initial public offering ("IPO") and the purchase of shares in the IPO, in each case on October 24, 2016, and not to report any other transactions in securities of the Issuer.

Thomas Woiwode

12/23/2016

\*\* 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.

