



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

April 25, 2019

James Kasinger  
General Counsel and Secretary  
CRISPR Therapeutics AG  
Baarerstrasse 14  
6300 Zug  
Switzerland

**Re: CRISPR Therapeutics AG**  
**Revised Preliminary Proxy Statement on Schedule 14A**  
**Filed on April 23, 2019**  
**File No. 001-37923**

Dear Mr. Kasinger:

We have reviewed your filing and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to the comment within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to the comment, we may have additional comments.

Revised Preliminary Proxy Statement filed on April 23, 2019

Proposal 11: Amending and Restating art.3a of the Articles of Association

Proposal 12: Amending and Restating art. 4 of the Articles of Association

Proposal 13: Amending and Restating art. 16 of the Articles of Association

Proposal 14: Amending and Restating art. 17 of the Articles of Association. , page 64

1. We note your response to comment 1, which we reissue in part. For each proposal, disclose the rationale for the Board's recommendation and state the effects on your existing shareholders if such amendment is adopted and approved. For example, explain the purpose of the increase in authorized share capital that is the subject of Proposal 11, as well as the potential effects that may result, such as dilution, as an illustrative example only. Please explain the rationale for limiting share ownership in the manner described in Proposal 12, and the rationale for limiting shareholder voting rights in the manner described in Proposal 13, and in each case disclose the impact of these proposals. Similarly, we note your disclosure that Proposal 14 is intended to strengthen the power of

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the Board of Directors. Please expand your disclosure to provide your shareholders with an explanation of the effects of such provision.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Christine Westbrook at 202-551-5019 or Erin Jaskot at 202-551-3442 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Healthcare & Insurance

cc: Robert E. Puopolo, Esq.