

Dicerna Pharmaceuticals Inc
 Form 4
 February 05, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 RA CAPITAL MANAGEMENT, LLC

2. Issuer Name and Ticker or Trading Symbol
 Dicerna Pharmaceuticals Inc [DRNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 20 PARK PLAZA, SUITE 1200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/04/2014

____ Director _____ 10% Owner
 _____ Officer (give title below) _____ Other (specify below)
 P. Kolchinsky is a director.

BOSTON, MA 02116
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

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, par value \$0.0001 per share <u>(1)</u>	02/04/2014		C		1,428,571 <u>(1)</u>	A	<u>(1)</u> 1,428,571	I	See Footnotes <u>(4)</u> <u>(5)</u>
Common Stock, par value \$0.0001 per share	02/04/2014		P		1,000,000 <u>(2)</u>	A	\$ 15 2,428,571 <u>(3)</u>	I	See Footnotes <u>(4)</u> <u>(5)</u>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series C Preferred Stock, par value \$0.0001	<u>(1)</u>	02/04/2014		C	1,428,571 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	Common Stock 1,428,57

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116		X		P. Kolchinsky is a director.
Kolchinsky Peter 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	X	X		
RA Capital Healthcare Fund LP 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116			X	

Signatures

/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC	02/05/2014
_____ **Signature of Reporting Person	Date
/s/ Peter Kolchinsky, individually	02/05/2014
_____ **Signature of Reporting Person	Date
/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P.	02/05/2014
_____ **Signature of Reporting Person	Date

Explanation of Responses:

* 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).

These shares include 1,428,571 of Common Stock that were converted from Series C Preferred Shares held by RA Capital Healthcare Fund, L.P. (the "Fund"). The Series C Preferred Shares converted into shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering of Common Stock.

- (1) Fund, L.P. (the "Fund"). The Series C Preferred Shares converted into shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering of Common Stock.
- (2) The securities purchased include 827,500 shares for RA Capital Healthcare Fund, L.P. (the "Fund") and 172,500 shares for an account owned by Blackwell Partners, LLC (the "Blackwell Account").
- (3) Following the transactions set forth on Table I above, 2,256,071 shares are held by the Fund, and 172,500 shares are held in the Blackwell Account.

RA Capital Management, LLC (the "Adviser") is the general partner of the Fund and the investment adviser of the Blackwell Account.

- (4) Peter Kolchinsky is the sole manager of the Adviser. In their respective capacities, each of Mr. Kolchinsky and the Adviser may be deemed to beneficially own the reported securities. In addition, Mr. Kolchinsky is a director of the Issuer.

- (5) Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of their respective pecuniary interests therein. The filing of this Form 4 shall not be construed as an admission that Mr. Kolchinsky or the Adviser is or was for the purposes of Section 16(a) of the Act, or otherwise, the beneficial owner of any of securities reported herein.

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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