

Dicerna Pharmaceuticals Inc
 Form 4
 February 05, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
HOFFMAN STEPHEN J

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

525 UNIVERSITY AVENUE

(Street)

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

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

PALO ALTO, CA 94301

(City) (State) (Zip)

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 | 02/04/2014 | | C | | 312,000 | A | Ⓛ 312,000 | I | See Footnote (2) |
| Common Stock | 02/04/2014 | | C | | 179,322 | A | Ⓛ 491,322 | I | See Footnote (2) |
| Common Stock | 02/04/2014 | | C | | 1,043,429 | A | Ⓛ 1,534,751 | I | See Footnote (2) |
| Common Stock | 02/04/2014 | | P | | 200,000 | A | \$ 15 1,734,751 | I | See Footnote |

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

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 control number.

SEC 1474
(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) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|-----|--|-----------------|---|-----------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Series A Preferred Stock | (1) | 02/04/2014 | | C | | 312,000 | | (1) | (1) | Common Stock | 312,000 |
| Series B Preferred Stock | (1) | 02/04/2014 | | C | | 179,322 | | (1) | (1) | Common Stock | 179,322 |
| Series C Preferred Stock | (1) | 02/04/2014 | | C | | 1,043,429 | | (1) | (1) | Common Stock | 1,043,429 |
| Common Stock Warrant | \$ 250 | 02/04/2014 | | C | | 755 | | (3) | (3) | Common Stock | 755 |
| Series C Preferred Stock Warrants | \$ 7 | 02/04/2014 | | C | | 21,697 | | (4) | (4) | Common Stock | 21,697 |
| Common Stock Warrant (right to buy) | \$ 7 | 02/04/2014 | | C | | 21,697 | | (4) | (4) | Common Stock | 21,697 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | X | | |

HOFFMAN STEPHEN J
525 UNIVERSITY AVENUE
PALO ALTO, CA 94301

Signatures

Stephen Hoffman, M.D., Ph.D. /s/ Kerensa Kenny,
Attorney-in-Fact

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).

Each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock is convertible into one share of the Issuer's

(1) Common Stock and will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

These securities are held by Skyline Ventures Partners V, L.P. ("Skyline V"). Skyline Venture Management V, LLC serves as the sole

(2) general partner of Skyline V. The reporting person is a non-managing member of Skyline Venture Management V, LLC. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.

(3) Warrants will expire June 17, 2020.

(4) Warrants will expire June 17, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.