

Dicerna Pharmaceuticals Inc  
Form 8-K  
March 10, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): March 4, 2016**

**DICERNA PHARMACEUTICALS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36281**  
**(Commission**

**File Number)**  
**87 Cambridgepark Drive**

**20-5993609**  
**(I.R.S. Employer**

**Identification Number)**

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**Cambridge, MA 02140**

**(Address of principal executive offices, including Zip Code)**

**Registrant's telephone number, including area code: (617) 621-8097**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2 below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4c)

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 4, 2016, the Board of Directors (the *Board*) of Dicerna Pharmaceuticals, Inc. (the *Company*) adopted the Dicerna Pharmaceuticals, Inc. 2016 Inducement Plan (the *Plan*) to reserve 250,000 shares of its common stock to be used exclusively for grants of awards to individuals that were not previously employees or directors of the Company, as an inducement material to the individual's entry into employment with the Company within the meaning of Rule 5635(c)(4) of the NASDAQ Listing Rules. In accordance with NASDAQ Listing Rule 5635(c)(4), the Company did not seek approval of the Plan by its stockholders, and the terms and conditions of the Plan are substantially similar to the Company's 2014 Performance Incentive Plan. The Board also approved the Form of Dicerna Pharmaceuticals, Inc. Non-Qualified Inducement Stock Option Agreement (the *Form of Grant*). Only non-qualified stock options under the Internal Revenue Code of 1986 may be awarded under the Inducement Plan.

The foregoing description of the Plan and Form of Grant are qualified in their entirety by the terms of the Plan and Form of Grant, attached to this report as Exhibits 4.1 and 4.2, respectively, which are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit

**Exhibit**

<b>No.</b>	<b>Description</b>
4.1	Dicerna Pharmaceuticals, Inc. 2016 Inducement Plan.
4.2	Form of Dicerna Pharmaceuticals, Inc. Non-Qualified Inducement Stock Option Agreement.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 10, 2016

**DICERNA PHARMACEUTICALS, INC.**

By: /s/ John B. Green  
John B. Green  
Chief Financial Officer

**EXHIBIT INDEX**

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