

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 *
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.

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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)			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.

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