

# DICERNA PHARMACEUTICALS INC

## **FORM 8-K** (Current report filing)

Filed 12/29/17 for the Period Ending 12/29/17

Address	87 CAMBRIDGEPARK DRIVE CAMBRIDGE, MA, 02140
Telephone	617 621 8097
CIK	0001399529
Symbol	DRNA
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

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**FORM 8-K**

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

**Date of report (Date of earliest event reported): December 29, 2017**

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**DICERNA PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36281**  
(Commission  
File Number)

**20-5993609**  
(I.R.S. Employer  
Identification Number)

**87 Cambridgepark Drive**  
**Cambridge, MA 02140**  
(Address of principal executive offices, including Zip Code)

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

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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-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws.**

On December 18, 2017, Dicerna Pharmaceuticals, Inc., a Delaware corporation (the “Company”), completed the previously disclosed conversion and repurchase, as applicable, of its outstanding shares of redeemable convertible preferred stock (the “Redeemable Convertible Preferred Stock”). As a result of this transaction, no shares of the Company’s Redeemable Convertible Preferred Stock remain outstanding. On December 29, 2017, the Company filed with the Secretary of State of the State of Delaware a Certificate of Elimination of the Redeemable Convertible Preferred Stock (the “Certificate of Elimination”) attached hereto as Exhibit 3.1 and incorporated herein by reference. The Certificate of Elimination eliminates from the Company’s Certificate of Incorporation all matters set forth in the Certificate of Designation of Redeemable Convertible Preferred Stock previously filed with the Secretary of State of the State of Delaware, which established and designated the Redeemable Convertible Preferred Stock and the rights, powers, preferences, privileges and limitations thereof.

The foregoing description of the Certificate of Elimination is qualified in its entirety by reference to Exhibit 3.1 attached hereto.

**Item 8.01. Other Events.**

Following the completion of the previously disclosed public offering of the Company’s common stock and the conversion and repurchase described above and as of the date of this Current Report on Form 8-K, the Company has 51,641,738 shares of common stock outstanding and no shares of Redeemable Convertible Preferred Stock outstanding.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#"><u>Certificate of Elimination of the Redeemable Convertible Preferred Stock, dated as of December 29, 2017.</u></a>

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**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.

**DICERNA PHARMACEUTICALS, INC.**

Date: December 29, 2017

By: /s/ Douglas M. Fambrough, III.  
Douglas M. Fambrough, III., Ph.D.  
Chief Executive Officer

CERTIFICATE OF ELIMINATION  
OF THE  
REDEEMABLE CONVERTIBLE PREFERRED STOCK  
OF  
DICERNA PHARMACEUTICALS, INC.

Pursuant to Section 151(g)  
of the General Corporation Law  
of the State of Delaware

Dicerna Pharmaceuticals, Inc. (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”), in accordance with the provisions of Section 151(g) of the DGCL, hereby certifies as follows:

**FIRST** : Pursuant to Section 151 of the DGCL and the authority granted in the Company’s Amended and Restated Certificate of Incorporation, the Board of Directors of the Company (the “Board”), by resolution duly adopted, authorized the issuance of, and established the voting powers, designations, preferences and relative, participating and other rights, and the qualification, limitations and restrictions of the Redeemable Convertible Preferred Stock, par value \$0.0001 per share, of the Corporation (“Redeemable Convertible Preferred Stock”), for which a Certificate of Designation with respect to such Redeemable Convertible Preferred Stock was originally filed with the Secretary of State of the State of Delaware on April 10, 2017 (the “Certificate of Designation”).

**SECOND** : No shares of Redeemable Convertible Preferred Stock of the Corporation are outstanding and none will be issued subject to the Certificate of Designation governing such Redeemable Convertible Preferred Stock;

**THIRD** : The Board has duly adopted the following resolutions, which resolutions remain in full force and effect as of the date hereof:

“**RESOLVED** , that none of the shares of Redeemable Convertible Preferred Stock are outstanding and that no shares of Redeemable Convertible Preferred Stock will be issued by the Corporation subject to the Certificate of Designation governing such Redeemable Convertible Preferred Stock; and be it further

**RESOLVED** , that the appropriate officers of the Corporation, or any one or more of them, are hereby authorized and directed, in the name of and on behalf of the Corporation, to execute and file a Certificate of Elimination of Certificate of Designation of Redeemable Convertible Preferred Stock (the “Certificate of Elimination”) with the Secretary of State of the State of Delaware, which shall have the effect when filed with the Secretary of State of the State of Delaware of eliminating from the Corporation’s Amended and Restated Certificate of Incorporation, all matters set forth in the Certificate of Designation previously filed with respect to the Redeemable Convertible Preferred Stock of the Corporation, and that the appropriate officers of the Corporation be, or any one or more of them, hereby are, authorized to execute any and all other certificates, agreements and other documents which they may deem necessary or advisable in order to

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effectuate the elimination of the Redeemable Convertible Preferred Stock, as provided by Section 151(g) of the DGCL in accordance with Section 103 of the DGCL; and be it further

**RESOLVED**, that, in accordance with the Section 151(g) of the DGCL, upon the effective date of the filing of the Certificate of Elimination, the Amended and Restated Certificate of Incorporation is hereby amended to eliminate all matters set forth in the Redeemable Convertible Preferred Stock Certificate of Designation from the Amended and Restated Certificate of Incorporation, and all shares of Redeemable Convertible Preferred Stock shall resume the status of authorized and unissued shares of preferred stock, par value \$0.0001 per share, of the Corporation, without designation as to series.”

**FOURTH:** Pursuant to the provisions of Section 151(g) of the DGCL, all matters set forth in the Redeemable Convertible Preferred Stock Certificate of Designation are hereby eliminated from the Amended and Restated Certificate of Incorporation, and the shares that were designated to such series hereby are returned to the status of authorized but unissued shares of the preferred stock of the Corporation, without designation as to series.

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**IN WITNESS WHEREOF**, the Corporation has caused this certificate of elimination to be signed by its duly authorized officer on this 29th day of December, 2017.

DICERNA PHARMACEUTICALS, INC.

By: /s/ Douglas M. Fambrough, III  
Name: Douglas M. Fambrough, III  
Title: President, Chief Executive Officer

[Certificate of Elimination]