

# DICERNA PHARMACEUTICALS INC

Reported by  
**KOLCHINSKY PETER**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/20/17 for the Period Ending 12/18/17

Address	87 CAMBRIDGEPARK DRIVE CAMBRIDGE, MA, 02140
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CIK	0001399529
Symbol	DRNA
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person - <b>Kolchinsky Peter</b>  (Last) (First) (Middle) <b>20 PARK PLAZA, SUITE 1200</b>  (Street) <b>BOSTON, MA 02116</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Dicerna Pharmaceuticals Inc [ DRNA ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
	3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/18/2017</b>	
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/18/2017		M		2645442	A	(1)	5074013	I	See Note (2)(3)(4)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Redeemable Convertible Preferred Stock	(1)	12/18/2017		M		76500		(1)	(1)	Common Stock	2645442	\$3.19	0	I	See Note (2)(3)(4)

**Explanation of Responses:**

- On December 18, 2017, in consideration for the holders of the Issuer's redeemable convertible preferred stock (the "Preferred Stock") waiving certain rights, the Issuer automatically converted each outstanding share of Preferred Stock into Common Stock for no additional consideration.
- Peter Kolchinsky is a director of the Issuer and the sole manager of RA Capital Management, LLC (the "Adviser") which is the general partner RA Capital Healthcare Fund, L.P. (the "Fund"). The Fund is a shareholder.
- 4,414,752 of the aggregate common stock beneficially held after transaction is held directly by the Fund. The Adviser and Mr. Kolchinsky may be deemed indirect beneficial owners of the securities. The Adviser and Mr. Kolchinsky disclaim beneficial ownership of the reported securities in reliance on Rule 16a-1(a)(1)(v) and (vii) and disclaim any obligation to file reports under Section 16 other than, in the case of Mr. Kolchinsky, as a director. 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.
- 659,261 of the common stock beneficially held after the transaction are held in a separately managed account for which the Advisor serves as investment adviser (the "Account"). The Adviser, the Fund and Mr. Kolchinsky have no pecuniary interest in the reported securities held in the Account and disclaim: (A) beneficial ownership thereof for purposes of Rule 16a-1(a)(2) and (B) beneficial ownership of securities held by the Fund, for purposes of Rule 16a-1(a)(2), except to the extent of their pecuniary interest therein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Kolchinsky Peter 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116</b>	<b>X</b>			

**Signatures**

/s/ Peter Kolchinsky

12/20/2017

—Signature of Reporting Person

Date

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

\* 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).

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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