

Dicerna Pharmaceuticals Inc
Form 4/A
February 20, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LANGER DENNIS

(Last) (First) (Middle)

C/O DICERNA
PHARMACEUTICALS, INC., 480
ARSENAL STREET, BLDG 1,
SUITE 120

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Dicerna Pharmaceuticals Inc
[DRNA]

3. Date of Earliest Transaction
(Month/Day/Year)
09/24/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/29/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ 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. 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)
Common Stock <u>(1)</u>	01/27/2014		M	8,873 A	\$ 3.42	8,873 D	
Common Stock <u>(2)</u>	01/29/2014		C	90,014 A	<u>(2)</u> 90,014	I	Langer Family Holdings, LLP

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

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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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Series A Preferred	<u>(1)</u>	01/29/2014		C			10,000	<u>(2)</u>	<u>(2)</u>	Common Stock	10,000
Series B Preferred	<u>(1)</u>	01/29/2014		C			8,586	<u>(2)</u>	<u>(2)</u>	Common Stock	8,586
Series C Preferred	<u>(1)</u>	01/29/2014		C			71,428	<u>(2)</u>	<u>(2)</u>	Common Stock	71,428
Employee Stock Option (right to buy)	\$ 3.42	01/27/2014		M			8,333	<u>(3)</u>	<u>(3)</u>	Common Stock	8,333
Employee Stock Option (right to buy)	\$ 3.42	01/27/2014		M			540	<u>(4)</u>	<u>(4)</u>	Common Stock	540
Employee Stock Option (right to buy)	\$ 3.42	09/24/2013		A			50,000	<u>(3)</u>	<u>(3)</u>	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANGER DENNIS C/O DICERNA PHARMACEUTICALS, INC. 480 ARSENAL STREET, BLDG 1, SUITE 120 WATERTOWN, MA 02472	X			

Signatures

/ s John Green 02/20/2014

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).
- (1) This amendment to Form 4 is being filed solely to report transactions that occurred within six months before the issuer's IPO.
- (2) The issuer's outstanding Series A, Series B and Series C Preferred Stock was automatically converted on a one-for-one basis into shares of the issuer's common stock immediately upon the closing of the issuer's IPO and had no expiration date.
- (3) 1/36 vests on the last day of the month starting, with a vesting start date of 07/30/2013.
- (4) 1/12 vests per month, commencing 1 year after the vesting start date of 11/15/2008.

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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