

Dicerna Pharmaceuticals Inc
 Form 4
 February 04, 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 *
 SCHOEMAKER KATHLEEN K

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 ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

PRINCETON, NJ 08542

(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)
Common Stock	02/04/2014		C	1,752,707 A <u>1</u>	1,752,707	I	By Domain Partners VIII, L.P. ⁽²⁾
Common Stock	02/04/2014		C	13,004 A <u>1</u>	13,004	I	By DP VIII Associates, L.P. ⁽²⁾

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

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number.

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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series B Preferred Stock	(1)	02/04/2014		C		476,464	(1)	(1)	Common Stock
Series C Preferred Stock	(1)	02/04/2014		C		1,276,243	(1)	(1)	Common Stock
Warrant	\$ 7 (1)	02/04/2014		C		21,041	01/29/2014	06/26/2018	Series C Preferred Stock
Warrant	\$ 7 (1)	02/04/2014		C		21,041	01/29/2014	06/26/2018	Common Stock
Series B Preferred Stock	(1)	02/04/2014		C		3,535	(1)	(1)	Common Stock
Series C Preferred Stock	(1)	02/04/2014		C		9,469	(1)	(1)	Common Stock
Warrant	\$ 7 (1)	02/04/2014		C		156	01/29/2014	06/26/2018	Series C Preferred Stock
Warrant	\$ 7 (1)	02/04/2014		C		156	01/29/2014	06/26/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHOEMAKER KATHLEEN K
C/O DOMAIN ASSOCIATES, LLC
ONE PALMER SQUARE
PRINCETON, NJ 08542

X

Signatures

/s/Kathleen K.
Schoemaker

02/04/2014

 **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) All outstanding shares of preferred stock were automatically converted into Common Stock upon the closing of the Issuer's initial public offering, for no additional consideration. The preferred stock had no expiration date.

The Reporting Person is a Managing Member of One Palmer Square Associates VIII, LLC, which is the sole general partner of Domain Partners VIII, L.P. and DP VIII Associates, L.P. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as

(2) indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.

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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