

Dicerna Pharmaceuticals Inc
Form SC 13G/A
February 17, 2015

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

SCHEDULE 13G/A
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Dicerna Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

253031108
(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant
to which this schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.

NAME OF REPORTING PERSON

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Brookside Capital Trading Fund, L.P.

2.

(a) 0

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) 0

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

5.

SOLE VOTING POWER

0 Shares

6.

SHARED VOTING POWER

0

7.

SOLE DISPOSITIVE POWER

0 Shares

8.

SHARED DISPOSITIVE POWER

0

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares

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10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12.

TYPE OF REPORTING PERSON
PN

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13.

NAME OF REPORTING PERSON

Brookside Capital Partners Fund, L.P.

14.

(a) 0
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) 0

15.

SEC USE ONLY

16.

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

17.

SOLE VOTING POWER

0 Shares

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18.

SHARED VOTING POWER

0

19.

SOLE DISPOSITIVE POWER

0 Shares

20.

SHARED DISPOSITIVE POWER

0

21.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares

22.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

23.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

24.

TYPE OF REPORTING PERSON

PN

Item 1(a). Name of Issuer

The name of the issuer to which this filing on Schedule
13G/A relates is Dicerna
Pharmaceuticals, Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices

The principal executive offices of the Company are located
at 480 Arsenal Street, Building 1,
Suite 120, Watertown, MA 02472.

Item 2(a). Name of Person Filing

This Statement is being filed on behalf of the following
(collectively, the "Reporting
Persons"): (1) Brookside Capital Partners Fund, L.P., a Delaware
limited partnership ("Partners Fund"),
whose sole general partner is Brookside Capital Investors, L.P.,
a Delaware limited partnership
("Brookside Investors"), whose sole general partner is Brookside

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Capital Management, LLC, a Delaware limited liability company ("Brookside Management"); and (2) Brookside Capital Trading Fund, L.P., a Delaware limited partnership ("Trading Fund"), whose sole general partner is Brookside Capital Investors II, L.P., a Delaware limited partnership ("Brookside Investors II"), whose sole general partner is Brookside Management.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 5, 2014, a copy of which is filed with this Schedule 13G as Exhibit A, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-

1(k)(1) under the Securities Exchange Act of 1934

Item 2(b). Address of Principal Business Office or, if none, Residence

The principal business address of each of the Partners Fund, the Trading Fund, Brookside Investors, Brookside Investors II, and Brookside Management is John Hancock Tower, 200 Clarendon Street, Boston, MA 02116.

Item 2(c). Citizenship

Each of the Partners Fund, Trading Fund, Brookside Investors, Brookside Investors II and Brookside Management is organized under the laws of the State of Delaware.

Item 2(d). Title of Class of Securities

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock ("Common Stock").

Item 2(e). CUSIP Number

The CUSIP number of the Company's Common Stock is 253031108.

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check

whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with 13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(J).

☒ If this statement is filed pursuant to 40.13d-1(c), check this box.

Item 4. Ownership

Item 4(a). Amount beneficially owned

As of the close of business on December 31, 2014, the Trading Fund held 0 Shares of Common

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Stock. As of the close of business on December 31, 2014, the Partners Fund held 0 Shares of Common

Stock. As a result of the foregoing and the relationships described in Item 2(a), the Reporting Persons may be deemed to beneficially own 0 shares of the Common Stock of the Company as of December 31, 2014.

Item 4(b). Percent of Class

As of the close of business on December 31, 2014, the Trading Fund held 0.00% of the Common Stock of the Company. As of the close of business on December 31, 2014, the Partners Fund held 0.00% of the Common Stock of the Company.

Item 4(c). Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0 Shares

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 0 Shares

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5% of the class of securities, check the following [x].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being

Reported on by the Parent Holding Company:

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that

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purpose or effect.

Dated: February 13, 2015b

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information
set forth in this statement is true, complete, and correct.

BROOKSIDE CAPITAL PARTNERS FUND, L.P.

By: Brookside Capital Investors, L.P.,
its general partner

By: Brookside Capital Management, LLC,
its general partner

By:

—

Name: William E. Pappendick IV
Title: Managing Director

BROOKSIDE CAPITAL TRADING FUND, L.P.

By: Brookside Capital Investors II, L.P.,
its general partner

By: Brookside Capital Management, LLC,
its general partner

By:

—

Name: William E. Pappendick IV
Title: Managing Director

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF
SCHEDULE 13G

The undersigned hereby agree as follows:

(i) The Statement on Schedule 13G, and any amendments thereto, to which this
Agreement is annexed as

Exhibit A is and will be filed on behalf of each of them in accordance with
the provisions of Rule 13d-

1(k) under the Securities Exchange Act of 1934, as amended; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G
and any amendments thereto,

and for the completeness and accuracy of the information concerning such person
contained therein; but

none of them is responsible for the completeness or accuracy of the information
concerning the other

persons making the filing, unless such person knows or has reason to believe
that such information is
inaccurate.

Dated: February 10, 2014

BROOKSIDE CAPITAL PARTNERS FUND, L.P.

By: Brookside Capital Investors, L.P.,

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its general partner
By: Brookside Capital Management, LLC,
its general partner

By:

Name: William E. Pappendick IV
Title: Managing Director

BROOKSIDE CAPITAL TRADING FUND, L.P.

By: Brookside Capital Investors II, L.P.,
its general partner
By: Brookside Capital Management, LLC,
its general partner

By:

Name: William E. Pappendick IV

Title: Managing Director

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