

Dicerna Pharmaceuticals Inc  
 Form 4/A  
 February 20, 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 \*  
 LANGER DENNIS

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

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

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

(Street)  
 WATERTOWN, MA 02472

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

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

(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)
			Code	V Amount (D) Price			
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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
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                      Date  
Reporting Person

## 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.