

Dicerna Pharmaceuticals Inc
 Form 4
 April 18, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Miles Vincent J

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)
 04/16/2014

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

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

(Street)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WATERTOWN, MA 02472

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

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| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (right to buy) | \$ 16.3 | 04/16/2014 | | A | 25,000 | ⁽¹⁾ 04/16/2024 | Common Stock | 25,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Miles Vincent J
 C/O DICERNA PHARMACEUTICALS, INC.
 480 ARSENAL STREET, BLDG 1, SUITE 120
 WATERTOWN, MA 02472

X

Signatures

Vincent J. Miles 04/18/2014

__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) Vincent Miles (the "Reporting Person") was granted options to purchase shares of common stock in consideration of his services as a director of the Issuer. The option vests as to one-third of the underlying shares on January 30, 2015 and as to the remaining two-thirds of the shares in eight quarterly installments thereafter, subject in each case to the reporting person's continued service with the issuer through the applicable vesting date.

(2) The Reporting Person is a Partner of Abingworth Management, Inc., a wholly owned subsidiary of Abingworth LLP ("Abingworth"). Abingworth is the investment manager of Abingworth Bioventures V, LP ("ABV V"). The Reporting Person holds 5,000 options (the "Abingworth Options"), and any shares of common stock issuable upon exercise of the Abingworth Options, for the benefit of Abingworth. The Reporting Person holds 20,000 options (the "ABV V Options"), and any shares of common stock issuable upon exercise of the ABV V Options, for the benefit of ABV V.

(3) The Reporting Person disclaims beneficial ownership of the Abingworth Options and ABV Options except to the extent, if any, of his pecuniary interest therein. This report shall not be deemed an admission that the Reporting Person, Abingworth, ABV V or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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