

Kolchinsky Peter
Form 4
November 06, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kolchinsky Peter

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)
20 PARK PLAZA, SUITE 1200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2018

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

BOSTON, MA 02116

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

(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 (A) or (D)	Price	
Common Stock	11/02/2018		D		175,700 (1)	\$ 13.4926 (2)	3,149,289 I See Note (3)
Common Stock	11/05/2018		D		71,400 (4)	\$ 12.888 (5)	3,077,889 I See Note (3)
Common Stock	11/06/2018		D		263,300 (6)	\$ 13.8434 (7)	2,814,589 (8) I See Note (3)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

**required to respond unless the form
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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kolchinsky Peter 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	X

Signatures

/s/ Peter
Kolchinsky 11/06/2018

 **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) The securities sold include (a) 153,964 shares of Common Stock by RA Capital Healthcare Fund, L.P. (the "Fund") and (b) 21,736 shares of Common Stock by a separately managed account (the "Account").
- This transaction was executed in multiple trades at prices ranging from \$13.30 to \$13.77; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
- (2) RA Capital Management, LLC (the "Adviser") is the general partner of the Fund and the investment adviser for the Account. Peter Kolchinsky is the sole manager of the Adviser. Dr. Kolchinsky disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a)(2) under the Exchange Act except to the extent of his pecuniary interest therein.
- (3) The securities sold include (a) 62,567 shares of Common Stock by the Fund and (b) 8,833 shares of Common Stock by the Account.
- (5)

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This transaction was executed in multiple trades at prices ranging from \$12.68 to \$13.545; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

- (6) The securities sold include (a) 230,727 shares of Common Stock by the Fund and (b) 32,573 shares of Common Stock by the Account.

This transaction was executed in multiple trades at prices ranging from \$12.51 to \$14.485; the price reported above reflects the weighted

- (7) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

- (8) Following the reported transactions, the Fund held 2,466,248 shares and the Account held 348,341 shares.

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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