

Dicerna Pharmaceuticals Inc
Form 4
February 20, 2014

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 *
MADDEN DAVID

(Last) (First) (Middle)

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

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**Dicerna Pharmaceuticals Inc
[DRNA]**

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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

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	01/24/2014		M	Amount 112,511 Price \$ 3.42	112,511	D	
Common Stock	01/29/2014		P	Amount 7,500 Price \$ 15	120,011	D	

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
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 3.42	01/24/2014		M	1,200	<u>(1)</u> 06/02/2019	Common Stock
Employee Stock Option (right to buy)	\$ 3.42	01/24/2014		M	1,311	<u>(2)</u> 10/14/2020	Common Stock
Employee Stock Option (right to buy)	\$ 3.42	01/24/2014		M	110,000	<u>(3)</u> 09/24/2023	Common Stock
Employee Stock Option (right to buy)	\$ 3.42	09/24/2013		A	110,000	<u>(3)</u> 09/24/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADDEN DAVID 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
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) 25% vests after the 1 year anniversary of vesting start date of 6/2/09 and the remaining 75% vests at 1/36 per month thereafter.

(2) 25% vests after the 1 year anniversary of vesting start date of 8/5/11 and the remaining 75% vests at 1/36 per month thereafter.

(3) Vests 1/36 monthly on last day of each month with a vesting start date of 07/30/2013.

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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