

Kolchinsky Peter
 Form 4
 November 01, 2018

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 *
 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)
 10/30/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/30/2018 | | D | | \$ 250,000 (1) | D | See Note (3) |
| | | | | | \$ 13.8603 (2) | | |
| Common Stock | 10/31/2018 | | D | | \$ 178,400 (4) | D | See Note (3) |
| | | | | | \$ 13.4619 (5) | | |
| Common Stock | 11/01/2018 | | D | | \$ 180,100 (6) | D | See Note (3) |
| | | | | | \$ 13.3757 (7) | | |
| | | | | | 3,683,489 (8) | I | |

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

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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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 11/01/2018

**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) The securities sold include (a) 219,072 shares of Common Stock by RA Capital Healthcare Fund, L.P.(the "Fund") and (b) 30,928 shares of Common Stock by a separately managed account (the "Account").
- This transaction was executed in multiple trades at prices ranging from \$13.27 to \$14.47; 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) 156,330 shares of Common Stock by the Fund and (b) 22,070 shares of Common Stock by the Account.
- (4)

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This transaction was executed in multiple trades at prices ranging from \$13.02 to \$14.01; the price reported above reflects the weighted
(5) 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) 157,820 shares of Common Stock by the Fund and (b) 22,280 shares of Common Stock by the Account.

This transaction was executed in multiple trades at prices ranging from \$13.205 to \$13.60; 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 2,913,506 shares and the Account held 411,483 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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