

Dicerna Pharmaceuticals Inc
 Form 4
 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 *
FAMBROUGH DOUGLAS

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)
09/24/2013

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

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) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 11/11/2013 | | M | | 9,300 | A | \$ 3.42 | 12,300 | D |
| Common Stock | 01/29/2014 | | P | | 5,000 | A | \$ 15 | 17,300 | D |

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

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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 Amount |
| Employee Stock Option (right to buy) | \$ 3.42 | 11/11/2013 | | M | | (1) 06/08/2020 | Common Stock 4,950 |
| Employee Stock Option (right to buy) | \$ 3.42 | 11/11/2013 | | M | | (2) 10/14/2020 | Common Stock 4,350 |
| Employee Stock Option (right to buy) | \$ 3.42 | 09/24/2013 | | A | 281,250 | (3) 09/24/2023 | Common Stock 281,250 |
| Employee Stock Option (right to buy) | \$ 3.42 | 09/24/2013 | | A | 281,250 | (4) 09/24/2023 | Common Stock 281,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FAMBROUGH DOUGLAS C/O DICERNA PHARMACEUTICALS, INC. 480 ARSENAL STREET, BLDG 1, SUITE 120 WATERTOWN, MA 02472 | X | | Chief Executive Officer | |

Signatures

/ s John Green 02/14/2014

**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) 20% vests 05/06/2011 and 20% vests on last day of month for 12 months thereafter. Remaining 60% vests over 24 months thereafter on last day of month.
- (2) 20% vests on 08/05/2011 and 20% vests in installments on 5th day of month for 12 months thereafter. Remaining 60% vests over 24 months thereafter.
- (3) The vesting of this option is subject to achievement of pre-established performance goals.
- (4) Vests 1/48 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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