

Dicerna Pharmaceuticals Inc

Form 4/A

April 21, 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 *
LANGER DENNIS

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)
480 ARSENAL STREET, BLDG 1,
SUITE 120

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2014

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

(Street)
WATERTOWN, MA 02472

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/04/2014

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 ⁽¹⁾	02/04/2014		C		95,014	A	2 95,194
						I	Langer Family Holdings, LLLP

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
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SEC 1474
(9-02)

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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. Puts, Calls, Warrants, Options, Convertible Securities, etc. (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Series A Preferred ⁽¹⁾	<u>(2)</u>	02/04/2014		C	15,000	<u>(2)</u> <u>(2)</u>	Common Stock	15,000
Series B Preferred	<u>(2)</u>	02/04/2014		C	8,586	<u>(2)</u> <u>(2)</u>	Common Stock	8,586
Series C Preferred	<u>(2)</u>	02/04/2014		C	71,428	<u>(2)</u> <u>(2)</u>	Common Stock	71,428

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANGER DENNIS 480 ARSENAL STREET, BLDG 1, SUITE 120 WATERTOWN, MA 02472	X			

Signatures

Dennis Langer 04/21/2014
 **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) This amendment to Form 4 is being filed to correct the number of shares of the issuer's Series A preferred stock previously beneficially owned by the reporting person subject to the referenced transactions. The incorrect number of shares of the Series A preferred stock was also reported on the Form 3 filed by the reporting person on January 29, 2014 and the Form 4/A filed by the reporting person on February 20, 2014.
- (2)

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The issuer's outstanding shares of Series A, Series B, and Series C preferred stock were automatically converted on a one-for-one basis into shares of the issuer's common stock immediately upon the closing of the issuer's initial public offering of common stock and had no expiration date.

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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