

Dicerna Pharmaceuticals Inc
Form 3
April 13, 2017

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *
Â Bain Capital Life Sciences
Investors, LLC

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
04/11/2017

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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 number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Redeemable Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	7,836,989	\$ 3.19	I	See Footnotes (2) (3) (4) (5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bain Capital Life Sciences Investors, LLC 200 CLARENDON STREET BOSTON, MA 02116	Â	Â X	Â	Â
Bain Capital Life Sciences Partners, LP 200 CLARENDON STREET BOSTON, MA 02116	Â	Â X	Â	Â
Bain Capital Life Sciences Fund, L.P. 200 CLARENDON STREET BOSTON, MA 02116	Â	Â X	Â	Â
BCIP Life Sciences Associates, LP 200 CLARENDON STREET BOSTON, MA 02116	Â	Â X	Â	Â
Schwartz Jeffrey Lawrence 200 CLARENDON STREET BOSTON, MA 02116	Â	Â X	Â	Â
Koppel Adam 200 CLARENDON STREET BOSTON, MA 02116	Â X	Â X	Â	Â

Signatures

BAIN CAPITAL LIFE SCIENCES INVESTORS, LLC, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Managing Director

04/13/2017

**Signature of Reporting Person

Date

BAIN CAPITAL LIFE SCIENCES PARTNERS, LP, By: Bain Capital Life Sciences Investors, LLC, its general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Managing Director

04/13/2017

**Signature of Reporting Person

Date

BAIN CAPITAL LIFE SCIENCES FUND, L.P., By: Bain Capital Life Sciences Partners, LP, its general partner, By: Bain Capital Life Sciences Investors, LLC, its general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Managing Director

04/13/2017

**Signature of Reporting Person

Date

BCIP LIFE SCIENCES ASSOCIATES, LP, By: Boylston Coinvestors, LLC, its general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Authorized Signatory

04/13/2017

**Signature of Reporting Person

Date

/s/ Jeffrey Schwartz

04/13/2017

Signature of Reporting Person

Date

/s/ Adam Koppel

04/13/2017

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each share of Redeemable Convertible Preferred Stock has a stated value of \$100 (the "Stated Value") and accrues dividends daily at an initial rate of 12% per annum, subject to two rate reductions of 4% each upon the occurrence of certain milestone events. The Stated Value, as adjusted to give effect to such dividends, is referred to as the "Accrued Value." Each share of Redeemable Convertible

(1) Preferred Stock is convertible, at the option of the holder or, upon the occurrence of certain events, at the option of the Issuer, into a number of shares of the Issuer's Common Stock determined by dividing the Accrued Value by the conversion price. The Redeemable Convertible Preferred Stock is not convertible to the extent that such conversion would result in the beneficial owner of such Redeemable Convertible Preferred Stock and its affiliates owning in excess of 19.99% of the Issuer's voting power.

Bain Capital Life Sciences Investors, LLC ("BCI LS") is the general partner of Bain Capital Life Sciences Partners, LP ("BC LS P"), which is the general partner of Bain Capital Life Sciences Fund, L.P. ("BC LS"). As a result, BC LS P may be deemed to share voting and dispositive power with respect to the securities held by BC LS. BC LS holds 226,139 shares of Redeemable Convertible Preferred Stock.

(3) BCIP Life Sciences Associates, LP (together with BC LS, the "Bain Life Sciences Entities"), whose general partner is Boylston Coinvestors, LLC, holds 23,861 shares of Redeemable Convertible Preferred Stock.

The governance, investment strategy and decision-making process with respect to the investments held by the Bain Life Sciences Entities is directed by BCI LS, whose managers are Jeffrey Schwartz and Adam Koppel. As a result, BCI LS, Mr. Schwartz and Dr. Koppel may each be deemed to share voting and dispositive power with respect to the securities held by the Bain Life Sciences Entities. BCI LS, Mr. Schwartz and Dr. Koppel each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(5) Dr. Koppel is a director of the Issuer.

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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