

Koppel Adam
Form 4
December 19, 2017

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 *
Bain Capital Life Sciences Investors,
LLC

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2017

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)	(A) or (D)	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	Price			
Common Stock	12/18/2017		P ⁽¹⁾		285,000	A \$ 7	285,000	I	See footnotes (5) (6)
Common Stock	12/18/2017		M		8,454,388	A ⁽²⁾ ₍₃₎	8,739,388	I	See footnotes (5) (6)
Common Stock	12/18/2017		A		190,849	A ⁽²⁾ ₍₄₎	8,930,237	I	See footnotes (5) (6)

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Redeemable Convertible Preferred Stock	(2) (3)	12/18/2017		M		250,000		(2)(3)	(2)(3)	Common Stock	8,454,3

Reporting Owners

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

12/19/2017

Date _____

12/19/2017

Date _____

12/19/2017

Date _____

12/19/2017

Date _____

12/19/2017

Date _____

12/19/2017

Date _____

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(2) Each share of Redeemable Convertible Preferred Stock had a stated value of \$100 (the "Stated Value") and accrued dividends daily at an initial rate of 12% per annum, which was reduced to 8% per annum on October 28, 2017 in accordance with the Certificate of Designations for the Redeemable Convertible Preferred Stock. The Stated Value, as adjusted to give effect to such dividends, was referred to as the "Accrued Value." Each share of Redeemable Convertible Preferred Stock was 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 common stock determined by dividing the Accrued Value by the conversion price. The Redeemable Convertible Preferred Stock was not convertible to the extent that such conversion would have resulted 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.

(4) On December 18, 2017, each of BC LS and BCIP LS received an additional 172,633 and 18,216 shares of common stock, respectively, from the Issuer representing the additional dividend accruals on the Redeemable Convertible Preferred Stock that each of BC LS and BCIP LS would have been entitled to receive up to and including March 31, 2018.

(6) 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.

Remarks:

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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