

Dicerna Pharmaceuticals Inc
Form SC 13G
February 05, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No.)1

Dicerna Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

253031108
(CUSIP Number)

December 31, 2014
Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is Filed:

- ☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☒ Rule 13d-1(d)

1The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 253031108

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Domain Partners VIII, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ [X]

(see instructions)

(b) ☐ []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5.	SOLE VOTING POWER	1,773,748 shares of Common Stock *
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6.	SHARED VOTING POWER	-0-
	7.	SOLE DISPOSITIVE POWER	1,773,748 shares of Common Stock *
	8.	SHARED DISPOSITIVE POWER	-0-
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,773,748 shares of Common Stock *
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		☐ []
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		10.0% **
12.	TYPE OF REPORTING PERSON		PN

* As of December 31, 2014. Includes shares issuable upon exercise of Warrants.

** Based on 17,773,287 shares of Common Stock outstanding as of November 5, 2014, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2014 filed with the Securities and Exchange Commission on November 6, 2014.

CUSIP No. 253031108

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

DP VIII Associates, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ [X]
(see instructions) (b) ☐ []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5.	SOLE VOTING POWER	13,160 shares of Common Stock *
	6.	SHARED VOTING POWER	-0-
	7.	SOLE DISPOSITIVE POWER	13,160 shares of Common Stock *
	8.	SHARED DISPOSITIVE POWER	-0-
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		13,160 shares of Common Stock *
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		☐ []
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		Less than 0.1% **
12.	TYPE OF REPORTING PERSON		PN

* As of December 31, 2014. Includes shares issuable upon exercise of Warrants.

** Based on 17,773,287 shares of Common Stock outstanding as of November 5, 2014, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2014 filed with the Securities and Exchange Commission on November 6, 2014.

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SCHEDULE 13G

Item 1(a) Name of Issuer:

Dicerna Pharmaceuticals, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

480 Arsenal Street
Building 1 Suite 120
Watertown, MA 02472

Item 2(a) Name of Person Filing:

This statement is being filed by Domain Partners VIII, L.P., a Delaware limited partnership ("Domain VIII"), and DP VIII Associates, L.P., a Delaware limited partnership ("DP VIII A") (together, the "Reporting Persons").

Item 2(b) Address of Principal Business Office:

One Palmer Square
Princeton, NJ 08542

Item 2(c) Place of Organization:

Domain VIII: Delaware
DP VIII A: Delaware

Item 2(d) Title of Class of Securities:

Common Stock, \$0.0001 par value

Item 2(e) CUSIP Number:

253031108

Item 3 Statements Filed Pursuant to Rules 13d-1(b) or 13d-2(b):

Not applicable.

Item 4 Ownership.

(a) through (c): The information set forth in Items 5 through 9 and 11 of the cover pages to this Schedule 13G is incorporated herein by reference.

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Item 5 Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Company:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

See Exhibit 2.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

Dated: February 3, 2015

DOMAIN PARTNERS VIII, L.P.

By: One Palmer Square Associates VIII,
L.L.C., General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DP VIII ASSOCIATES, L.P.

By: One Palmer Square Associates VIII,
L.L.C., General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

CUSIP No. 253031108

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G to which this Agreement is annexed as Exhibit 1, and any amendments thereto, is and will be filed on behalf of each of them in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 3, 2015

DOMAIN PARTNERS VIII, L.P.

By: One Palmer Square Associates
VIII, L.L.C., General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DP VIII ASSOCIATES, L.P.

By: One Palmer Square Associates
VIII, L.L.C., General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

CUSIP No. 253031108

EXHIBIT 2

Identification and Classification of Members of the Group

Domain Partners VIII, L.P. and DP VIII Associates, L.P. are filing this statement on Schedule 13G as a group.

Domain Partners VIII, L.P. is a Delaware limited partnership. Its sole general partner is One Palmer Square Associates VIII, L.L.C., a Delaware limited liability company.

DP VIII Associates, L.P. is a Delaware limited partnership. Its sole general partner is One Palmer Square Associates VIII, L.L.C., a Delaware limited liability company.

