

Halak Brian K
 Form 4
 December 20, 2017

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 *
 DP VIII Associates, L.P.

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)
 12/18/2017

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O DOMAIN ASSOCIATES,
 LLC, ONE PALMER SQUARE

(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
 X Form filed by More than One Reporting Person

PRINCETON, NJ 08542

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/18/2017 | | C | | 12,444 | A | \$ 3.19 |
| Common Stock | 12/18/2017 | | A | | 282 | A | (4) 25,730 |

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

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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. P... Deri... Secu... (Inst... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Redeemable Convertible Preferred Stock | \$ 3.19 | 12/18/2017 | | C | 368 | <u>(1)</u> | <u>(1)</u> | Common Stock | 12,444 <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DP VIII Associates, L.P. C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | | X | | |
| BLAIR JAMES C C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | | X | | |
| DOVEY BRIAN H C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | | X | | |
| TREU JESSE I C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | | X | | |
| VITULLO NICOLE C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | | X | | |
| Halak Brian K C/O DOMAIN ASSOCIATES, LLC | X | X | | |

ONE PALMER SQUARE
PRINCETON, NJ 08542

Signatures

/s/ Lisa A. Kraeutler, as Attorney-in-Fact for DP VIII Associates, L.P., J. Blair, B. Dovey, J.
Treu, N. Vitullo and B. Halak

12/20/2017

__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) The Redeemable Convertible Preferred Stock was immediately convertible upon its purchase on 04/11/2017, subject to certain conditions. The Redeemable Convertible Preferred Stock had no expiration date.

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, and subject to certain conditions, into a number of shares of Common Stock determined by dividing the Accrued Value by the conversion price.
 - (3) The securities reported as directly beneficially owned by the designated Reporting Person may be deemed to be indirectly beneficially owned by each of the Reporting Owners listed below, each of whom is a managing member of One Palmer Square Associates VIII, LLC, the sole general partner of the designated Reporting Person. Pursuant to Instruction 4(b)(iv) of Form 4, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by the designated Reporting Person, however each of them disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.
 - (4) The Reporting Person received an additional 282 shares of Common Stock from the Issuer, representing the additional dividend accruals on the Redeemable Convertible Preferred Stock that the Reporting Person would have been entitled to receive up to and including March 31, 2018.

Remarks:

This Form 4 does not constitute an exit filing for Brian K. Halak, 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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