

Dicerna Pharmaceuticals Inc
Form SC 13D/A
March 27, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Dicerna Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

253031108

(CUSIP Number)

RA Capital Management, LLC

20 Park Plaza, Suite 1200

Boston, MA 02116

Telephone: 617.778.2512

Attn: Peter Kolchinsky

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 23, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The 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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 253031108

Names of Reporting Persons.

1

RA Capital Management, LLC

2

Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3

SEC Use Only

Source of Funds (See Instructions):

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

5

..

6

Citizenship or Place of Organization. **Massachusetts**

Number

7 Sole

Voting Power **0**

of Shares

8 Shared

Voting Power

Beneficially

3,933,489

9 Sole

Owned by

Dispositive

Power **0**

Each

10 Shared

Reporting

Dispositive

Power **3,933,489**

Person With

11 Aggregate Amount

Beneficially Owned by Each

Reporting Person

3,933,489

12 Check if the Aggregate
Amount in Row (11)
Excludes Certain Shares (See
Instructions) ..
Percent of Class Represented
by Amount in Row (11)

13

7.6%¹

Type of Reporting Person
(See Instructions)

14

**IA, OO (Limited Liability
Company)**

¹ Represents 3,933,489 shares of the common stock (the "Common Stock") of Dicerna Pharmaceuticals, Inc. (the "Issuer") which constitutes approximately 7.6% of the class outstanding. The percentage calculation assumes that there are currently 51,766,999 outstanding shares of the Common Stock of the Issuer, based on the Issuer's Form 10-K as filed with the Securities and Exchange Commission ("SEC") on March 8, 2018.

CUSIP No. 253031108

Names of Reporting Persons.

1

Peter Kolchinsky

2

Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3

SEC Use Only
Source of Funds (See Instructions):

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

5

..

6

Citizenship or Place of Organization. **United States**

Number

7 Sole Voting Power **0**

of Shares

8 Shared Voting

Beneficially

Power **3,933,489**

Owned by

9 Sole Dispositive Power **0**

Each

10 Shared Dispositive

Reporting

Power **3,933,489**

Person With

11

Aggregate Amount Beneficially Owned by Each Reporting Person

3,933,489

12 Check if the
Aggregate Amount in
Row (11) Excludes
Certain Shares (See
Instructions) ..
Percent of Class
Represented by
Amount in Row (11)

13

7.6%²

14 Type of Reporting
Person (See
Instructions)

HC, IN

² Represents 3,933,489 shares of the common stock (the "Common Stock") of Dicerna Pharmaceuticals, Inc. (the "Issuer") which constitutes approximately 7.6% of the class outstanding. The percentage calculation assumes that there are currently 51,766,999 outstanding shares of the Common Stock of the Issuer, based on the Issuer's Form 10-K as filed with the Securities and Exchange Commission ("SEC") on March 8, 2018.

CUSIP No. 253031108

Names of Reporting Persons.

1

RA Capital Healthcare Fund, L.P.

2

Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3

SEC Use Only

Source of Funds (See Instructions):

4

WC

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

5

..

6

Citizenship or Place of Organization. **Delaware**

Number 7 Sole Voting

Power **0**

of Shares 8 Shared

Voting

Beneficially 9 Power **3,446,728**

Sole

Owned by Dispositive

Power **0**

Each

10 Shared

Reporting Dispositive

Power **3,446,728**

Person With

11 Aggregate Amount Beneficially Owned by Each Reporting Person

3,446,728

12 Check if the Aggregate
Amount in Row (11)
Excludes Certain Shares
(See Instructions) ..
Percent of Class
Represented by Amount in
Row (11)

13

6.7%³

Type of Reporting Person
(See Instructions)

14

PN (Limited Partnership)

³ Represents 3,446,728 shares of the common stock (the "Common Stock") of Dicerna Pharmaceuticals, Inc. (the "Issuer") which constitutes approximately 6.7% of the class outstanding. The percentage calculation assumes that there are currently 51,766,999 outstanding shares of the Common Stock of the Issuer, based on the Issuer's Form 10-K as filed with the Securities and Exchange Commission ("SEC") on March 8, 2018.

Explanatory Note

This Amendment No. 5 to Schedule 13D (this “Amendment No. 5”) amends and supplements the Statement on Schedule 13D filed with the United States Securities and Exchange Commission on February 5, 2014, as amended to date (the “Statement”) by (i) RA Capital Management, LLC (the “RA Capital”), (ii) Peter Kolchinsky and (iii) RA Capital Healthcare Fund, L.P. (“Fund” and together with each of the foregoing, the “Reporting Persons”), relating to the Common Stock (the “Common Stock”) of Dicerna Pharmaceuticals, Inc. (the “Issuer”). Capitalized terms used herein without definition shall have the meaning set forth in the Statement.

Item 5. Interest in Securities of the Issuer

Item 5(a)-(b) of the Statement is hereby amended and restated in its entirety as follows:

(a)-(b) See Items 7-11 of the cover pages and Item 2 of this Statement.

Item 5(c) of the Statement is hereby amended and supplemented by adding the following:

(c) From the date of the most recent amendment to this Schedule 13D through March 23, 2018, the Reporting Persons disposed of 528,824 shares of Common Stock in a series of open market transactions on the Nasdaq Global Market. Details by date of the transactions are as follows:

Transaction Date	No. Shares	Price
Sell	19-Mar-2018 84,670	\$12.6308
Sell	19-Mar-2018 34,700	\$12.4550
Sell	20-Mar-2018 50,000	\$11.0000
Sell	20-Mar-2018 55,200	\$11.1555
Sell	20-Mar-2018 67,985	\$11.1648
Sell	21-Mar-2018 64,600	\$11.2399
Sell	21-Mar-2018 31,145	\$11.0718
Sell	21-Mar-2018 49,000	\$11.1400
Sell	21-Mar-2018 36,224	\$11.1727
Sell	23-Mar-2018 55,300	\$11.0511

(d) None.

(e) Not Applicable.

SIGNATURE

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

Date: March 27, 2018

RA CAPITAL MANAGEMENT, LLC

By: /s/ Rajeev Shah

Rajeev Shah

Authorized Signatory

PETER KOLCHINSKY

/s/ Peter Kolchinsky

RA CAPITAL HEALTHCARE FUND, L.P.

By: RA Capital Management, LLC

Its: General Partner

By: /s/ Rajeev Shah

Rajeev Shah

Authorized Signatory