

Dicerna Pharmaceuticals Inc
Form 3/A
January 30, 2014

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 *
Skyline Venture Partners V
LP

(Last) (First) (Middle)

525 UNIVERSITY AVENUE,
SUITE 610

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
01/29/2014

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)
01/29/2014

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)

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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)

Date
Exercisable

Expiration
Date

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

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

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

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

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				Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	01/29/2014	Â (1)	Common Stock	312,000	\$ 0	I	See Footnote (2)
Series B Preferred Stock	01/29/2014	Â (1)	Common Stock	179,322	\$ 0	I	See Footnote (2)
Series C Preferred Stock	01/29/2014	Â (1)	Common Stock	1,043,429	\$ 0	I	See Footnote (2)
Common Stock Warrant	01/29/2014	Â (3)	Common Stock	755	\$ 250	I	See Footnote (2)
Series C Preferred Stock Warrants	01/29/2014	Â (4)	Common Stock	21,697	\$ 7	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Skyline Venture Partners V LP 525 UNIVERSITY AVENUE, SUITE 610 PALO ALTO, CA 94301	Â	Â X	Â	Â
Skyline Venture Management V, LLC 525 UNIVERSITY AVENUE, SUITE 610 PALO ALTO, CA 94301	Â	Â X	Â	Â
Freund John Gordon 525 UNIVERSITY AVENUE, SUITE 610 PALO ALTO, CA 94301	Â	Â X	Â	Â
KANEKO YASUNORI 525 UNIVERSITY AVENUE, SUITE 610 PALO ALTO, CA 94301	Â	Â X	Â	Â

Signatures

SKYLINE VENTURE PARTNERS V, L.P. By: SKYLINE VENTURE MANAGEMENT V, LLC Its: General Partner Kerensa Kenny, Attorney-in-Fact	01/30/2014
_____ **Signature of Reporting Person	Date
SKYLINE VENTURE MANAGEMENT V, LLC Kerensa Kenny, Attorney-in-Fact	01/30/2014
_____ **Signature of Reporting Person	Date
JOHN G. FREUND, M.D. Kerensa Kenny, Attorney-in-Fact	01/30/2014
_____ **Signature of Reporting Person	Date
YASUNORI KANEKO, M.C. Kerensa Kenny, Attorney-in-Fact	01/30/2014
_____ **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 Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock is convertible into one share of the Issuer's Common Stock and will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

- (1)

These securities are held by Skyline Ventures Partners V, L.P. ("Skyline V"). John G. Freund, M.D. and Yasunori Kaneko, M.D. are Managing Directors of Skyline Venture Management V, LLC, the general partner of Skyline V, and may be deemed to share voting and dispositive power over the shares held by Skyline V. Stephen Hoffman, M.D., Ph.D. is a member of Skyline Venture Management V, LLC and may be deemed to share voting and dispositive power over the shares held by Skyline V. Each of Drs. Freund, Kaneko and Hoffman disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

- (2)

- (3) Warrants will expire June 17, 2020.

- (4) Warrants will expire June 17, 2020

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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