

FAMBROUGH DOUGLAS
Form 5
February 08, 2019

FORM 5

OMB APPROVAL

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
FAMBROUGH DOUGLAS

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O DICERNA
PHARMACEUTICALS, INC., 87
CAMBRIDGEPARK DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CAMBRIDGE, MA 02140

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|------------------|--|--------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | Title |
| Employee Stock Option (right to buy) | \$ 16.3 | 08/31/2018 | Â | G ⁽¹⁾ | Â | 200,000 | Â | Â ⁽³⁾ | 04/16/2024 | Common Stock |
| Employee Stock Option (right to buy) | \$ 16.3 | 08/31/2018 | Â | G ⁽²⁾ | Â | 200,000 | Â | Â ⁽³⁾ | 04/16/2024 | Common Stock |
| Employee Stock Option (right to buy) | \$ 16.3 | 08/31/2018 | Â | G ⁽¹⁾ | | 200,000 | Â | Â ⁽³⁾ | 04/16/2024 | Common Stock |
| Employee Stock Option (right to buy) | \$ 16.3 | 08/31/2018 | Â | G ⁽²⁾ | | 200,000 | Â | Â ⁽³⁾ | 04/16/2024 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FAMBROUGH DOUGLAS C/O DICERNA PHARMACEUTICALS, INC. 87 CAMBRIDGEPARK DRIVE CAMBRIDGE, MA 02140 | Â X | Â | Â Chief Executive Officer | Â |

Signatures

/s/ John B. Green,
attorney-in-fact

02/08/2019

**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).

This transaction was a bona fide gift of vested stock options to an irrevocable trust for the reporting person's minor child (Child A Trust) for which the reporting person's spouse serves as trustee. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(1) This transaction was a bona fide gift of vested stock options to an irrevocable trust for the reporting person's minor child (Child B Trust) for which the reporting person's spouse serves as trustee. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) This option vested in 48 monthly installments over the four-year period commencing January 30, 2014, and was fully vested and exercisable on January 30, 2018.

(3) Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.