

Dicerna Pharmaceuticals Inc
Form S-3/A
October 28, 2016

As filed with the Securities and Exchange Commission on October 27, 2016

Registration No. 333-214082

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

Pre-Effective Amendment No. 1 to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DICERNA PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

87 Cambridgepark Drive

20-5993609
(I.R.S. Employer

Identification Number)

Cambridge, MA 02140

(617) 621-8097

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Douglas M. Fambrough, III, Ph.D.

President, Chief Executive Officer and Director

Dicerna Pharmaceuticals, Inc.

87 Cambridgepark Drive

Cambridge, MA 02140

(617) 621-8097

(Name, address, including zip code, telephone number, including area code, of agent for service)

Copy to:

Sam Zucker, Esq.

Robert A. Ryan, Esq.

Istvan A. Hajdu, Esq.

Sidley Austin LLP

1001 Page Mill Road

Building 1

Palo Alto, CA 94304

Approximate date of commencement of proposed sale to the public: From time to time or at one time as determined by the Registrant after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

Dicerna Pharmaceuticals, Inc. is filing this pre-effective Amendment No. 1 (this Amendment) to the Registration Statement on Form S-3 (Registration No. 333-214082) (the Registration Statement) as an exhibit-only filing to file Exhibit 5.1. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature page to the Registration Statement, the exhibit index and Exhibit 5.1. The prospectus and the balance of Part II of the Registration Statement are unchanged and have been omitted.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

A list of exhibits filed with this registration statement on Form S-3 is set forth on the Exhibit Index and is incorporated herein by reference.

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SIGNATURES

Pursuant to the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Commonwealth of Massachusetts on October 27, 2016.

By: /s/ JOHN B. GREEN
 Name: John B. Green
 Title: *Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)*

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment has been signed by the following persons in the capacities indicated on the date indicated:

| Signature | Title | Date |
|--|---|------------------|
| * Douglas M. Fambrough, III, Ph.D. | President, Chief Executive Officer and Director (Principal Executive Officer) | October 27, 2016 |
| /s/ John B. Green John B. Green | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | October 27, 2016 |
| * David M. Madden | Chairman | October 27, 2016 |
| * Martin Freed, M.D. | Director | October 27, 2016 |
| * Brian K. Halak, Ph.D. | Director | October 27, 2016 |
| * Stephen J. Hoffman, M.D., Ph.D. | Director | October 27, 2016 |
| * Peter Kolchinsky, Ph.D. | Director | October 27, 2016 |
| * Dennis H. Langer, M.D., J.D. | Director | October 27, 2016 |
| * Bruce Peacock | Director | October 27, 2016 |

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* The undersigned does hereby sign this pre-effective Amendment No. 1 to the Registration Statement on behalf of each of the above indicated directors and officers of Dicerna Pharmaceuticals, Inc. pursuant to a power of attorney executed by each such director and officer.

By: /s/ JOHN B. GREEN

Name: John B. Green

Title: *Chief Financial Officer (Principal
Financial Officer and
Principal Accounting Officer)*

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Exhibit Index

| Exhibit No. | Description |
|-------------|---|
| 1.1 | Form(s) of underwriting agreement(s). |
| 3(i)* | Amended and Restated Certificate of Incorporation of the Registrant (previously filed in the Company's Current Report on Form 8-K dated February 5, 2014 and incorporated herein by reference). |
| 3(ii)* | Amended and Restated Bylaws of the Registrant (previously filed in the Company's Current Report on Form 8-K dated February 5, 2014 and incorporated herein by reference). |
| 4.1* | Form of Indenture (including form of Debt Securities) (previously filed in the Company's Registration Statement on Form S-3, Registration No. 333-202687). |
| 4.2 | Form(s) of Rights Agreement(s) (including form(s) of Rights). |
| 4.3* | Specimen Common Stock Certificate, \$0.0001 par value per share, of the Registrant (previously filed in the Company's Registration Statement on Form S-3, Registration No. 333-202687). |
| 4.4 | Form of Certificate of Designation of Preferred Stock. |
| 4.5 | Form of Common Stock Warrant Agreement and Warrant Certificate. |
| 4.6 | Form of Preferred Stock Warrant Agreement and Warrant Certificate. |
| 4.7 | Form of Certificate for Preferred Stock. |
| 4.8* | Amended and Restated Registration Rights Agreement dated as of July 30, 2013, by and among the Company and the investors named therein (previously filed in the Company's Registration Statement on Form S-3, Registration No. 333-202687). |
| 5.1 | Opinion of Sidley Austin LLP. |
| 23.1 | Consent of Sidley Austin LLP (included in Exhibit 5.1). |
| 23.2* | Consent of Deloitte & Touche LLP. |
| 24.1 | Power of Attorney (included in Signature Page). |
| 25.1 | Statement of Eligibility of Trustee on Form T-1. |

* Previously filed.
 To be filed by amendment or as exhibit(s) to a Current Report of the Registrant on Form 8-K and incorporated herein by reference, as applicable.
 To be filed pursuant to Section 305(b)(2) of the U.S. Trust Indenture Act of 1939, as applicable.