

FAMBROUGH DOUGLAS

Form 5

February 08, 2019

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
FAMBROUGH DOUGLAS

(Last) (First) (Middle)

C/O DICERNA
PHARMACEUTICALS, INC., 87
CAMBRIDGE PARK DRIVE

(Street)

CAMBRIDGE, MA 02140

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolDicerna Pharmaceuticals Inc
[DRNA]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20185. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

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

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**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 Amount (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 Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**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) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying S (Instr. 3 and
					(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 ⁽³⁾	04/16/2024	Common Stock
Employee Stock Option (right to buy)	\$ 16.3	08/31/2018	Â	G ⁽²⁾	Â	200,000	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

- (1) 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.

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

- (2) 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.

- (3) 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.

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.