

Koppel Adam
Form 4
December 19, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bain Capital Life Sciences Investors, LLC

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. Date of Earliest Transaction (Month/Day/Year)

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

200 CLARENDON STREET

12/18/2017

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

BOSTON, MA 02116

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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/18/2017		P ⁽¹⁾	A	\$ 7	285,000	I	See footnotes (5) (6)
Common Stock	12/18/2017		M	A	⁽²⁾ / ₍₃₎	8,454,388	I	See footnotes (5) (6)
Common Stock	12/18/2017		A	A	⁽²⁾ / ₍₄₎	8,930,237	I	See footnotes (5) (6)

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

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SEC 1474
(9-02)

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

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Redeemable Convertible Preferred Stock	<u>(2)</u> <u>(3)</u>	12/18/2017		M	250,000	<u>(2)</u> <u>(3)</u>	<u>(2)</u> <u>(3)</u>	Common Stock	8,454,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bain Capital Life Sciences Investors, LLC 200 CLARENDON STREET BOSTON, MA 02116	X	X		
Bain Capital Life Sciences Partners, LP 200 CLARENDON STREET BOSTON, MA 02116	X	X		
Bain Capital Life Sciences Fund, L.P. 200 CLARENDON STREET BOSTON, MA 02116	X	X		
BCIP Life Sciences Associates, LP 200 CLARENDON STREET BOSTON, MA 02116	X	X		
Schwartz Jeffrey Lawrence 200 CLARENDON STREET BOSTON, MA 02116	X	X		
Koppel Adam 200 CLARENDON STREET BOSTON, MA 02116	X	X		

Signatures

BAIN CAPITAL LIFE SCIENCES INVESTORS, LLC, By: /s/ Adam Koppel, Managing Director	12/19/2017
__Signature of Reporting Person	Date
BAIN CAPITAL LIFE SCIENCES PARTNERS, LP, By: Bain Capital Life Sciences Investors, LLC, its general partner, By: /s/ Adam Koppel, Managing Director	12/19/2017
__Signature of Reporting Person	Date
BAIN CAPITAL LIFE SCIENCES FUND, L.P., By: Bain Capital Life Sciences Partners, LP, its general partner, By: Bain Capital Life Sciences Investors, LLC, its general partner, By: /s/ Adam Koppel, Managing Director	12/19/2017
__Signature of Reporting Person	Date
BCIP LIFE SCIENCES ASSOCIATES, LP, By: Boylston Coinvestors, LLC, its general partner, By: /s/ Adam Koppel, Authorized Signatory	12/19/2017
__Signature of Reporting Person	Date
/s/ Jeffrey Schwartz	12/19/2017
__Signature of Reporting Person	Date
/s/ Adam Koppel	12/19/2017
__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).

(1) On December 18, 2017, Bain Capital Life Sciences Fund, L.P. ("BC LS") and BCIP Life Sciences Associates, LP ("BCIP LS" and together with BC LS, the "Bain Life Sciences Entities") purchased 257,798 and 27,202 shares of common stock, respectively, in an underwritten public offering.

(2) Each share of Redeemable Convertible Preferred Stock had a stated value of \$100 (the "Stated Value") and accrued dividends daily at an initial rate of 12% per annum, which was reduced to 8% per annum on October 28, 2017 in accordance with the Certificate of Designations for the Redeemable Convertible Preferred Stock. The Stated Value, as adjusted to give effect to such dividends, was referred to as the "Accrued Value." Each share of Redeemable Convertible Preferred Stock was convertible, at the option of the holder or, upon the occurrence of certain events, at the option of the Issuer, into a number of shares of common stock determined by dividing the Accrued Value by the conversion price. The Redeemable Convertible Preferred Stock was not convertible to the extent that such conversion would have resulted in the beneficial owner of such Redeemable Convertible Preferred Stock and its affiliates owning in excess of 19.99% of the Issuer's voting power.

(3) On December 18, 2017, the 226,139 shares of Redeemable Convertible Preferred Stock held by BC LS and the 23,861 shares of Redeemable Convertible Preferred Stock held by BCIP LS were converted, at the option of the Bain Life Sciences Entities, into 7,647,468 and 806,920 shares of common stock, respectively.

(4) On December 18, 2017, each of BC LS and BCIP LS received an additional 172,633 and 18,216 shares of common stock, respectively, from the Issuer representing the additional dividend accruals on the Redeemable Convertible Preferred Stock that each of BC LS and BCIP LS would have been entitled to receive up to and including March 31, 2018.

(5) Bain Capital Life Sciences Investors, LLC ("BCI LS") is the general partner of Bain Capital Life Sciences Partners, LP ("BC LS P"), which is the general partner of BC LS. As a result, BC LS P may be deemed to share voting and dispositive power with respect to the securities held by BC LS.

(6) The governance, investment strategy and decision-making process with respect to the investments held by the Bain Life Sciences Entities is directed by BCI LS, whose managers are Jeffrey Schwartz and Adam Koppel. As a result, BCI LS, Mr. Schwartz and Dr. Koppel may each be deemed to share voting and dispositive power with respect to the securities held by the Bain Life Sciences Entities. BCI LS, Mr. Schwartz and Dr. Koppel each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Remarks:

Dr. Koppel is a director of the Issuer.

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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