

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Bain Capital Life Sciences Investors, LLC</u><br><br>(Last) (First) (Middle)<br>200 CLARENDON STREET<br><br>(Street)<br>BOSTON MA 02116<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Dicerna Pharmaceuticals Inc [ DRNA ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/29/2019                             |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |   |

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |   |
| Common Stock                    | 05/29/2019                           |  | S <sup>(1)</sup>               |   | 1,600,000   | D          | \$12.5 | 7,330,237   | I  | See footnotes <sup>(2)(3)(4)</sup>                    |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Bain Capital Life Sciences Investors, LLC</u><br><br>(Last) (First) (Middle)<br>200 CLARENDON STREET<br><br>(Street)<br>BOSTON MA 02116<br><br>(City) (State) (Zip) |  |  |
|--|--|--|

1. Name and Address of Reporting Person\*

[Bain Capital Life Sciences Partners, LP](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bain Capital Life Sciences Fund, L.P.](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BCIP Life Sciences Associates, LP](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Schwartz Jeffrey Lawrence](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Koppel Adam](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. On May 29, 2019, 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") sold 1,447,289 and 152,711 shares of common stock, respectively, directly to a private investor.
2. Dr. Koppel is a director of the Issuer.
3. Bain Capital Life Sciences Partners, LP ("BC LS P") 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. BC LS P disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

4. Bain Capital Life Sciences Investors, LLC ("BCI LS"), whose managers are Jeffrey Schwartz and Adam Koppel, is the general partner of BC LS P and governs the investment strategy and decision-making process with respect to investments held by BCIP LS, whose general partner is Boylston Coinvestors, LLC. As a result of the relationships described herein, each of BCI LS, Mr. Schwartz and Dr. Koppel may 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:**

|  |                   |
|--|-------------------|
| <u>BAIN CAPITAL LIFE SCIENCES INVESTORS, LLC. By: /s/ Adam Koppel, Managing Director</u>   | <u>05/31/2019</u> |
| <u>BAIN CAPITAL LIFE SCIENCES PARTNERS, LP. By: Bain Capital Life Sciences Investors, LLC, its general partner. By: /s/ Adam Koppel, Managing Director</u>   | <u>05/31/2019</u> |
| <u>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</u> | <u>05/31/2019</u> |
| <u>BCIP LIFE SCIENCES ASSOCIATES, LP. By: Boylston Coinvestors, LLC, its general partner. By: /s/ Adam Koppel, Authorized Signatory</u>  | <u>05/31/2019</u> |
| <u>/s/ Jeffrey Schwartz</u>  | <u>05/31/2019</u> |
| <u>/s/ Adam Koppel</u>   | <u>05/31/2019</u> |
| ** Signature of Reporting Person   | Date              |

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**