

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings Reported.

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

Form 4 Transactions Reported.

1. Name and Address of Reporting Person* <u>FAMBROUGH DOUGLAS</u> (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 Symbol <u>Dicerna Pharmaceuticals Inc [DRNA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2018	
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 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)
				Amount	(A) or (D)	Price			

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$16.3	08/31/2018		G ⁽¹⁾		200,000	(3)	04/16/2024	Common Stock	200,000	\$0.00	271,900	D	
Employee Stock Option (right to buy)	\$16.3	08/31/2018		G ⁽²⁾		200,000	(3)	04/16/2024	Common Stock	200,000	\$0.00	71,900	D	
Employee Stock Option (right to buy)	\$16.3	08/31/2018		G ⁽¹⁾	200,000		(3)	04/16/2024	Common Stock	200,000	\$0.00	200,000	I	By Trust ⁽¹⁾
Employee Stock Option (right to buy)	\$16.3	08/31/2018		G ⁽²⁾	200,000		(3)	04/16/2024	Common Stock	200,000	\$0.00	200,000	I	By Trust ⁽²⁾

Explanation of Responses:

- 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.
- 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.
- 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.

Remarks:

/s/ John B. Green, attorney-in-fact 02/08/2019

** 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.