

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Aradhye Shreeram</u> | | | 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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & Chief Medical Officer</u> | | |
| (Last) (First) (Middle) <u>C/O DICERNA PHARMACEUTICALS, INC.</u> <u>75 HAYDEN AVENUE</u> | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/28/2021</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (Street) <u>LEXINGTON MA 02421</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/28/2021 | | U ⁽¹⁾ | | 6,973 ⁽¹⁾ | D | \$38.25 ⁽¹⁾ | 0 | D | |

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 | | | | | | Title |
| Restricted Stock Units | (2) | 12/28/2021 | | D | | | 21,075 | (3) | (3) | Common Stock | 21,075 | (3) | 0 | D | |
| Restricted Stock Units | (2) | 12/28/2021 | | D | | | 8,513 | (3) | (3) | Common Stock | 8,513 | (3) | 0 | D | |
| Employee Stock Option (Right to Buy) | \$18.69 | 12/28/2021 | | D | | | 124,700 | (4) | (4) | Common Stock | 124,700 | (4) | 0 | D | |
| Employee Stock Option (Right to Buy) | \$24.05 | 12/28/2021 | | D | | | 51,070 | (4) | (4) | Common Stock | 51,070 | (4) | 0 | D | |

Explanation of Responses:

- This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 17, 2021, by and among the Issuer, Novo Nordisk A/S, a Danish aktieselskab ("Novo"), and NNUS New Research, Inc., a Delaware corporation and a wholly owned indirect subsidiary of Novo ("Purchaser"), to which Purchaser completed a tender offer for shares of common stock of Issuer, \$0.0001 par value per share (each, a "Share") and thereafter merged with and into the Issuer (the "Merger") effective as of December 28, 2021 (the "Effective Time"). At the Effective Time, each issued and outstanding Share was converted into the right to receive \$38.25 per Share, in cash, without interest (the "Offer Price") and subject to any withholding of taxes, upon the terms and subject to the conditions of the Merger Agreement. From and after the Effective Time, all Shares were no longer outstanding and were automatically cancelled.
- Each restricted stock unit ("RSU") represents the contingent right to receive one Share.
- At the Effective Time, each Issuer RSU that was then outstanding was cancelled and converted into the right to receive a cash payment equal to (A) the Offer Price multiplied by (B) the total number of Shares subject to such Issuer RSU immediately prior to the Effective Time (without regard to vesting).
- Pursuant to the terms of the Merger Agreement, at the Effective Time, each option to purchase Shares granted under an Issuer equity plan (each, an "Issuer Stock Option") that was outstanding and unexercised was cancelled and converted into the right to receive a cash payment equal to (A) the excess, if any, of (x) the Offer Price over (y) the exercise price payable per Share with respect to such Issuer Stock Option, multiplied by (B) the total number of Shares subject to such Issuer Stock Option immediately prior to the Effective Time (without regard to vesting).

Remarks:

/s/ Douglas W. Pagan, attorney-in-fact 12/29/2021

** 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.