

**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

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).

1. Name and Address of Reporting Person* <u>GRAY PATRICK M.</u>  (Last) (First) (Middle) <u>C/O DICERNA PHARMACEUTICALS, INC.</u> <u>75 HAYDEN AVENUE</u>  (Street) <u>LEXINGTON MA 02421</u>  (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/03/2021</u>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/03/2021		M		3,333	A	(1)	3,333	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	Amount or Number of Shares				
Restricted Stock Units	(1)	06/03/2021		M			3,333	(2)	(2)	Common Stock	3,333	\$0	0	D	
Restricted Stock Units	(1)	06/03/2021		A			3,333	(3)	(3)	Common Stock	3,333	\$0	3,333	D	
Director Stock Option (Right to Buy)	\$30.47	06/03/2021		A			15,000	(4)	06/02/2031	Common Stock	15,000	\$0	15,000	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents the contingent right to receive one share of the Issuer's Common Stock.
- Represents RSUs that vested and became nonforfeitable with respect to one-hundred percent (100%) of the total number of RSUs on June 3, 2021.
- Represents RSUs that shall vest and become nonforfeitable with respect to one-hundred percent (100%) of the total number of RSUs on the earlier of (i) 12 months from June 3, 2021 ("Grant Date") and (ii) the next regularly scheduled annual meeting of stockholders of the Issuer that occurs following the Grant Date, subject to the Reporting Person's continued service to the Issuer as a director through such date or, if earlier, such annual meeting.
- This option vests monthly over 12 months from the Grant Date in substantially equal monthly installments, provided that the option will vest in full on the next regularly scheduled annual meeting of the stockholders of the Issuer that occurs following the Grant Date, subject to the Reporting Person's continued service to the Issuer as a director through each such date or, if earlier, such annual meeting.

**Remarks:**

/s/ Douglas W. Pagan, attorney-in-fact 06/07/2021

\*\* 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.

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