

OMB APPROVAL	
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**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

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>FAMBROUGH DOUGLAS</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/08/2021</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/08/2021		M		19,950	A	(1)	43,189(2)	D	
Common Stock	01/08/2021		F		6,159(3)	D	\$23.29	37,030	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)	01/08/2021		M			19,950	(4)	(4)	Common Stock	19,950	\$0	59,850	D	
Restricted Stock Units	(1)	01/12/2021		A		55,000		(5)	(5)	Common Stock	55,000	\$0	55,000	D	
Employee Stock Option (Right to Buy)	\$24.05	01/12/2021		A		247,700		(6)	01/11/2031	Common Stock	247,700	\$0	247,700	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents the contingent right to receive one share of the Issuer's Common Stock.
- Includes shares acquired under the DRNA 2014 Employee Stock Purchase Plan in a transaction exempt under Rule 16b-3(c).
- Represents the number of shares of the Issuer's Common Stock withheld by the Issuer to cover tax withholding obligations in connection with the vesting of RSUs.
- The RSUs vest over a period of four years, with 25% of the RSUs vesting on each of the first, second, third and fourth anniversaries of January 8, 2020, subject in each case to the Reporting Person's continued employment or service with the Issuer through the applicable vesting date.
- The RSUs vest over a period of four years, with 25% of the RSUs vesting on each of the first, second, third and fourth anniversaries of December 15, 2020, subject in each case to the Reporting Person's continued employment or service with the Issuer through the applicable vesting date.
- The option vests in 48 substantially equal monthly installments, with the first installment vesting on the last day of January 2021, and the remaining shares vesting on the last day of each of the 47 months thereafter; subject in each case to the Reporting Person's continued employment or service with the Issuer through each applicable vesting date.

**Remarks:**

/s/ Douglas W. Pagan, attorney-in-fact 01/12/2021

\*\* 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.