

Dicerna Pharmaceuticals Inc  
Form SC 13G/A  
February 09, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

**Dicerna Pharmaceuticals, Inc.**

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

253031108

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP  
No. 253031108

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RTW Investments, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,012,662

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,012,662

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,012,662

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO, IA

CUSIP  
No. 253031108

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RTW Master Fund, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,012,662

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,012,662

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,012,662

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP  
No. 253031108

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Roderick Wong

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,012,662

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,012,662

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,012,662

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC



Name of Issuer:

Item 1. (a).

Dicerna Pharmaceuticals, Inc.

(b). Address of issuer's principal executive offices:

87 Cambridgepark Drive  
Cambridge, Massachusetts 02140

Item 2. (a). Name of person filing:

RTW Investments, LLC  
RTW Master Fund, Ltd.  
Roderick Wong

(b). Address or principal business office or, if none, residence:

RTW Investments, LLC

250 West 55<sup>th</sup> Street, 16<sup>th</sup> Floor  
Suite A  
New York, New York 10019

RTW Master Fund, Ltd.  
c/o Intertrust Corporate Services (Cayman) Limited  
190 Elgin Avenue, George Town  
Grand Cayman KY1-9001, Cayman Islands

Roderick Wong  
c/o RTW Investments, LLC

250 West 55<sup>th</sup> Street, 16<sup>th</sup> Floor  
Suite A  
New York, New York 10019

(c). Citizenship:

RTW Investments, LLC – Delaware  
RTW Master Fund, Ltd. – Cayman Islands  
Roderick Wong – United States of America

(d). Title of class of securities:

Common Stock, par value \$0.0001 per share

(e). CUSIP No.:

253031108

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

N/A

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

RTW Investments, LLC – 2,012,662\*

RTW Master Fund, Ltd. – 2,012,662\*

Roderick Wong – 2,012,662\*

(b) Percent of class:

RTW Investments, LLC – 9.7%\*

RTW Master Fund, Ltd. – 9.7%\*

Roderick Wong – 9.7%\*

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

RTW Investments, LLC – 0

RTW Master Fund, Ltd. – 0

Roderick Wong – 0

(ii) Shared power to vote or to direct the vote

RTW Investments, LLC – 2,012,662\*

RTW Master Fund, Ltd. – 2,012,662\*

Roderick Wong – 2,012,662\*

(iii) Sole power to dispose or to direct the disposition of

RTW Investments, LLC – 0

RTW Master Fund, Ltd. – 0

Roderick Wong – 0

(iv) Shared power to dispose or to direct the disposition of

RTW Investments, LLC – 2,012,662\*

RTW Master Fund, Ltd. – 2,012,662\*

Roderick Wong – 2,012,662\*

\* The shares of common stock, par value \$0.0001 per share (the “Shares”), of Dicerna Pharmaceuticals, Inc. (the “Company”), reported herein are held by RTW Master Fund, Ltd. (the “Fund”), which is managed by RTW Investments, LLC (the “Adviser”). The Adviser, in its capacity as the investment manager of Fund, has the sole power to vote and the sole power to direct the disposition of all Shares held by the Fund. Accordingly, for the purposes of Reg. Section 240.13d-3, the Adviser may be deemed to beneficially own an aggregate of 2,012,662 Shares, or 9.7% of the Shares issued and outstanding as of November 10, 2015. Roderick Wong is the Managing Member of the Adviser. The beneficial ownership percentage reported herein is based on 20,593,117 voting Shares issued and outstanding as of November 10, 2015, as disclosed in the Company’s Quarterly Report for the quarter ended September 30, 2015, as filed with the Securities and Exchange Commission on November 10, 2015. This report shall not be deemed an admission that the Adviser, the Fund or any other person is the beneficial owner of the securities reported herein for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, or for any other purpose. Each of the reporting persons herein disclaims beneficial ownership of the Shares reported herein except to the extent of the reporting person’s pecuniary interest therein.