Dicerna Pharmaceuticals Inc
Form 8-K
September 11, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 6, 2018

DICERNA PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-36281**	**20-5993609**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification Number)**

87 Cambridgepark Drive

Cambridge, MA 02140

(Address of principal executive offices, including Zip Code)

Registrant s telephone number, including area code: (617) 621-8097

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2 below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On September 6, 2018, the Company entered into an underwriting agreement (the Underwriting Agreement) with Citigroup Global Markets Inc. and Leerink Partners LLC as representatives of the underwriters listed on Schedule A thereto (collectively, the Underwriters) relating to the underwritten public offering (the Offering) of 7,680,492 shares of common stock, par value $0.0001 per share, and the grant to the Underwriters of a 30-day option to purchase up to an additional 1,152,073 shares of the Company s common stock. The Company completed the sale of 8,832,565 shares to the Underwriters on September 11, 2018, which resulted in net proceeds to the Company of approximately $107.7 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company. The Company intends to use the net proceeds from the Offering for preclinical studies and clinical trials, and to use the remainder of any net proceeds for continued technology platform development, working capital and general corporate purposes. As of the date of this Current Report on Form 8-K, including the net proceeds received in connection with the Offering, the Company s cash and cash equivalents and held-to-maturity investments total approximately $190 million.

The Offering was made pursuant to the Company s effective registration statement on Form S-3 (Registration Statement No. 333-224989) previously filed with the Securities and Exchange Commission (the SEC). The Company has filed a final prospectus supplement dated September 6, 2018 relating to the Offering with the SEC. The Underwriting Agreement is filed as Exhibit 1.1 to this report, and the description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Sidley Austin LLP relating to the legality of the issuance and sale of the shares in the Offering is attached as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement dated September 6, 2018 by and among Dicerna Pharmaceuticals, Inc., Citigroup Global Markets Inc. and Leerink Partners LLC.
5.1	Opinion of Sidley Austin LLP.
23.1	Consent of Sidley Austin LLP (contained in Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DICERNA PHARMACEUTICALS, INC.

Date: September 11, 2018

By: /s/ Douglas M. Fambrough, III
Douglas M. Fambrough, III, Ph.D.
Chief Executive Officer