Dicerna Pharmaceuticals Inc Form DEFR14A May 01, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. 1)

Filed by the Registrant x

Filed by a Party other than the Registrant "

Check the appropriate box:

- " Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- " Definitive Additional Materials
- " Soliciting Material Pursuant to §240.14a-12

Dicerna Pharmaceuticals, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

X	No fee required.							
	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.							
	(1) Title of each class of securities to which transaction applies:							
	(2) Aggregate number of securities to which transaction applies:							
	(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):							
	(4) Proposed maximum aggregate value of transaction:							
	(5) Total fee paid:							
	Fee paid previously with preliminary materials.							
	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.							
	(1) Amount Previously Paid:							
	(2) Form, Schedule or Registration Statement No.:							
	(3) Filing Party:							

(4) Date Filed:

EXPLANATORY NOTE

This amendment replaces in its entirety the proxy card in the Proxy Statement filed April 30, 2015. Please note no changes have been made to the body of the proxy statement itself, and the form of the proxy card that is being mailed to the Company s shareholders is the correct version. This amendment applies only to the version of the proxy card originally filed with the Securities and Exchange Commission on April 30, 2015.

DICERNA PHARMACEUTICALS, INC.						
87 CAMBRIDGEPARK DRIVE						
CAMBRIDGE, MA 02140						
Investor Address Line 1						
Investor Address Line 1 Investor Address Line 2						
Investor Address Line 3						
Investor Address Line 4						
Investor Address Line 5						
John Sample						
1234 ANYWHERE STREET						
ANY CITY, ON A1A 1A1 						
1 1 1 11						
OTE BY INTERNET - www.proxyvote.com						
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on June 24, 015. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an						
lectronic voting instruction form.						
CLECTRONIC DELIVERY OF FUTURE PROXY MATERIALS						
f you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy tatements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the						
instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in uture years.						
	_					
OTE BY PHONE - 1-800-690-6903	—					
Jse any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on June 24, 2015. Have your proxy card hand when you call and then follow the instructions.						
OTE BY MAIL						

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

NAME			CONTROL #	ŧ g		
			SHARES			
THE COMPANY NAME INC.	COMMON			123,456,78	89,012.12345	
THE COMPANY NAME INC.	CLASS A			123,456,78	89,012.12345	
THE COMPANY NAME INC.	- CLASS B			123,456,78	89,012.12345	
THE COMPANY NAME INC.	CLASS C			123,456,78	89,012.12345	
THE COMPANY NAME INC.	CLASS D			123,456,78	89,012.12345	
THE COMPANY NAME INC.	CLASS E			123,456,78	89,012.12345	
THE COMPANY NAME INC.	CLASS F			123,456,78	89,012.12345	
THE COMPANY NAME INC.	401 K			123,456,78	89,012.12345	
TO VOTE, MARK BLOCKS BELO	W IN BLUE OR BLACK	INK AS FOLLOWS:	PAGE x	1 OF	2	

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

	e Board of Directors recommends a vote FOR the following:	For	Against	Abstain		•	•	
1.	Election of Directors							
1a	Douglas M. Fambrough				The Board of Directors recommends you vote FOR proposals 2 and 3.			
1b	Brian K. Halak				vote POR proposais 2 and 3.			
1c	Stephen J. Hoffman					For	Against	Abstain

1d Peter Kolchinsky				1	2 To ratify the selection of I Touche LLP as our independ public accounting firm for th ending December 31, 2015	ent registered			
1e Dennis H. Langer									
1f David M. Madden				ŝ	3 To adopt and approve our	r Amended			
					and Restated 2014 Perfor	mance			
1g Bruce Peacock					Incentive Plan				
				1	NOTE: Such other business properly come before the me adjournment thereof				
Yes No				Investor	Address Line 1				
				Investor	Address Line 2				
Please indicate if you plan to attend this " " meeting			Investor	Address Line 3					
				Investor	Address Line 4				
Please sign exactly as your name(s) appear When signing as attorney, executor, admi	nistrator, o			Investor	Address Line 5				
other fiduciery, places give full title as such. Joint					mple				
sign. If a corporation or partnership, pleas corporate or partnership name by authoriz	-			1234 AN	NYWHERE STREET				
				ANY CI	TY, ON A1A 1A1				
								SHA	RES
								CUS	SIP#
	JO)B #					S	EQUEN	CE#
Signature [PLEASE SIGN WITH N BOX	(]			Signatur	e (Joint Owners)	Date			



The undersigned hereby appoints Douglas M. Fambrough, III and James E. Dentzer, or either of them, as proxies, each with full power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of stock of Dicerna Pharmaceuticals, Inc. that the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held at 9 AM Eastern Time on June 25, 2015, at 87 Cambridgepark Drive, Cambridge, MA 02140, and any adjournment or postponement thereof, with discretionary authority to vote on any other matter that may properly come before the meeting. You hereby revoke all proxies previously given.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted FOR all of the director nominees listed in Proposal 1, FOR Proposal 2 and FOR Proposal 3 as more specifically indicated in the Proxy Statement, and at the direction of the proxies on any other matter that may properly come before the meeting. If you vote by telephone or Internet, you do not need to mail back this proxy.

Continued and to be signed on reverse side