Brookside Capital Trading Fund, L.P.

Form 4

April 11, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

Form 5

obligations

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **BROOKSIDE CAPITAL**

MANAGEMENT LLC

(First) (Middle)

JOHN HANCOCK TOWER, 200 **CLARENDON STREET**

(Street)

03/11/2014

3. Date of Earliest Transaction

[DRNA]

(Month/Day/Year)

Dicerna Pharmaceuticals Inc

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

Director X__ 10% Owner Officer (give title _ Other (specify below)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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response...

Estimated average

burden hours per

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person

BOSTON, MA 02116

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative S | ecurit | ies Acqui | red, Disposed of | or Beneficial | ly Owned |
|--------------------------------------|---|---|--|---|---------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securities oner Dispose (Instr. 3, 4 | d of (Ľ |)) | 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) |
| Common Stock | 03/11/2014 | | S | 257,100 | D | \$ 38 | 2,079,900 | I | See Footnote |
| Common Stock | 03/11/2014 | | S | 2,900 | D | \$ 38.37 | 2,077,000 | I | See Footnote |
| Common Stock | 03/12/2014 | | S | 1,500 | D | \$ 37.77 | 2,075,500 | I | See Footnote (1) |
| Common | 03/14/2014 | | S | 50,400 | D | \$ | 2,025,100 | I | See |

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| Stock | | | | | 35.33 | | | Footnote (1) |
|-----------------|------------|---|---------|---|-------------|-----------|---|--------------|
| Common Stock | 03/14/2014 | S | 200,000 | D | \$ 35.5 | 1,825,100 | I | See Footnote |
| Common Stock | 03/17/2014 | S | 9,301 | D | \$ 36.5 | 1,815,799 | I | See Footnote |
| Common Stock | 03/18/2014 | S | 250,000 | D | \$ 37.75 | 1,565,799 | I | See Footnote |
| Common Stock | 03/18/2014 | S | 14,937 | D | \$ 38.62 | 1,550,862 | I | See Footnote |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8 | 5. etionNumber of Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5 | (Month/Day ive es ed ed | Pate | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|---|------------------------------------|---|-------------------------------------|--------------------|-------|--|---|
| | | | | Code | V (A) (Γ | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |

BROOKSIDE CAPITAL MANAGEMENT LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116

X

Reporting Owners 2

BROOKSIDE CAPITAL INVESTORS L P

JOHN HANCOCK TOWER, 200 CLARENDON STREET X

BOSTON, MA 02116

BROOKSIDE CAPITAL PARTNERS FUND LP

JOHN HANCOCK TOWER, 200 CLARENDON STREET X

BOSTON, MA 02116

Brookside Capital Investors II, L.P.

JOHN HANCOCK TOWER, 200 CLARENDON STREET X

BOSTON, MA 02116

Brookside Capital Trading Fund, L.P.

JOHN HANCOCK TOWER, 200 CLARENDON STREET

BOSTON, MA 02116

Signatures

/s/ William E.
Pappendick IV
04/11/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

Brookside Capital Management, LLC ("BCM"). BCM is the sole general partner of Brookside Capital Investors, L.P. ("BCI"), which is the general partner of Brookside Capital Trading Fund, L.P. (the "Fund"). By virtue of these relationships, BCM and BCI may be deemed to beneficially own the securities held by the Fund. Each of BCM and BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

X

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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