

ALNYLAM PHARMACEUTICALS, INC.  
Form 10-Q/A  
July 26, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

Amendment No. 1

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2013

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-50743

**ALNYLAM PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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|                                                                                      |                                                              |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------|
| <b>Delaware</b><br>(State or Other Jurisdiction of<br>Incorporation or Organization) | <b>77-0602661</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>300 Third Street, Cambridge, MA</b><br>(Address of Principal Executive Offices)   | <b>02142</b><br>(Zip Code)                                   |
| <b>(617) 551-8200</b><br>(Registrant's Telephone Number, Including Area Code)        |                                                              |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (do not check if smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

At April 30, 2013, the registrant had 62,171,037 shares of Common Stock, \$0.01 par value per share, outstanding.

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EX-31.1

EX-31.2

**EXPLANATORY NOTE**

This Form 10-Q/A constitutes Amendment No. 1 to the Quarterly Report on Form 10-Q of Alnylam Pharmaceuticals, Inc. for the period ended March 31, 2013, originally filed with the Securities and Exchange Commission ( SEC ) on May 7, 2013 (the Original Filing ). We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q solely to provide a revised copy of Exhibit 10.2 that was included with the Original Filing in response to SEC comments in connection with our confidential treatment request. This Amendment No. 1 does not change any other portion of the Original Filing. This Amendment No. 1 speaks as of the original filing date of the Original Filing and does not reflect events occurring after the filing date of the Original Filing, or modify or update the disclosures therein in any way other than as required to reflect the amendment described above.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

ALNYLAM PHARMACEUTICALS, INC.

Date: July 26, 2013

/s/ John M. Maraganore  
John M. Maraganore, Ph.D.  
Chief Executive Officer

(Principal Executive Officer)

Date: July 26, 2013

/s/ Michael P. Mason  
Michael P. Mason  
Vice President of Finance and Treasurer

(Principal Financial and Accounting Officer)

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>                                                                                                                         |
|-----------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| 10.2                  | License and Collaboration Agreement dated as of February 3, 2013 by and among The Medicines Company and the Registrant.                    |
| 31.1                  | Certification of principal executive officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended. |
| 31.2                  | Certification of principal financial officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended. |

Indicates confidential treatment requested as to certain portions, which portions were omitted and filed separately with the Securities and Exchange Commission pursuant to a Confidential Treatment Request.