

ALNYLAM PHARMACEUTICALS, INC.

Form 8-K

December 18, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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): December 18, 2014 (December 17, 2014)**

**Alnylam Pharmaceuticals, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-36407**  
**(Commission**

**File Number)**

**77-0602661**  
**(IRS Employer**

**Identification No.)**

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**300 Third Street, Cambridge, MA**  
**(Address of Principal Executive Offices)**

**02142**  
**(Zip Code)**

**Registrant's telephone number, including area code: (617) 551-8200**

**Not applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 17, 2014, the Board of Directors (the Board) of Alnylam Pharmaceuticals, Inc. (the Company) expanded the size of the Company's Board from nine to ten and elected Michael W. Bonney to fill the newly created vacancy. Mr. Bonney will serve as a Class I director with a term expiring at the annual meeting of stockholders to be held in 2017.

In connection with his election to the Board, Mr. Bonney received a stock option to purchase 30,000 shares of common stock of the Company, vesting annually over three years, and will be compensated as a director pursuant to the Company's compensation policy for non-employee directors, which is described in the Company's Proxy Statement for the 2014 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 29, 2014.

SIGNATURE

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 hereunto duly authorized.

ALNYLAM PHARMACEUTICALS, INC.

Date: December 18, 2014

By: /s/ Michael P. Mason  
Michael P. Mason

Vice President, Finance and Treasurer