

ALNYLAM PHARMACEUTICALS, INC.

Form 8-K

February 16, 2012

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): February 15, 2012

Alnylam Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

000-50743
(Commission

File Number)

77-0602661
(IRS Employer

Identification No.)

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

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

02142
(Zip Code)

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 8.01. Other Events.

On February 15, 2012, Alnylam Pharmaceuticals, Inc. issued a press release announcing that the underwriters of its previously announced public offering of common stock exercised their option to purchase an additional 1,125,000 shares of common stock at a public offering price of \$10.75 per share. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

A copy of the legal opinion and consent of Wilmer Cutler Pickering Hale and Dorr LLP relating to the exercise by the underwriters of their option to purchase additional shares is attached as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 5.1 Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
- 23.1 Consent of Wilmer Cutler Pickering Hale and Dorr LLP (contained in Exhibit 5.1 above)
- 99.1 Press Release of Alnylam Pharmaceuticals, Inc. dated February 15, 2012

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: February 15, 2012

By: /s/ Michael P. Mason

Michael P. Mason

Vice President of Finance

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------|---|
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