

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-A

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

Alynlam Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation
or organization)

77-0602661
(Employer
Identification No.)

300 Third Street, Cambridge, Massachusetts 02142

(Address of principal executive offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-113162

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.0001 par value per share

(Title of Class)

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Item 1: Description of Registrant's Securities to be Registered.

The description under the heading "Description of Capital Stock" relating to the Registrant's Common Stock, \$0.0001 par value per share, in the Prospectus included in the Registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission (the "Registration Statement on Form S-1") (File No. 333-113162) is incorporated herein by reference.

Item 2: Exhibits.

The following exhibits are filed herewith (or incorporated by reference as indicated below):

1. Certificate of Incorporation of the Registrant, as amended, incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1.
 2. Amended and Restated Certificate of Incorporation of the Registrant to be effective upon closing of the offering, incorporated by reference to Exhibit 3.3 to the Company's Registration Statement on Form S-1.
 3. Bylaws of the Registrant incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1.
 4. Amended and Restated Bylaws of the Registrant to be effective upon closing of the offering, incorporated by reference to Exhibit 3.4 to the Company's Registration Statement on Form S-1.
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Alnylam Pharmaceuticals, Inc.

Date: May 5, 2004

By: /s/ John M. Maraganore, Ph.D.
John M. Maraganore, Ph.D.
President and Chief Executive Officer