
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**SCHEDULE 14D-9
(Rule 14d-101)**

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934
Amendment No. 1**

Dimension Therapeutics, Inc.
(Name of Subject Company)

Dimension Therapeutics, Inc.
(Name of Person(s) Filing Statement)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

25433V105
(CUSIP Number of Class of Securities)

**Annalisa Jenkins, M.B.B.S, F.R.C.P
President and Chief Executive Officer
840 Memorial Drive
Cambridge, MA 02139
(617) 401-0011**

(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications
on Behalf of the Person(s) Filing Statement)

With copies to:

**Kingsley L. Taft, Esq.
Andrew H. Goodman, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02110
(617) 570-1000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 1 (this “*Amendment*”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the U.S. Securities and Exchange Commission (the “*SEC*”) on October 10, 2017 (together with the exhibits thereto and as amended or supplemented from time to time, the “*Schedule 14D-9*”) by Dimension Therapeutics, Inc., a Delaware corporation (the “*Company*”). The Schedule 14D-9 relates to the cash tender offer by Mystic River Merger Sub Inc., a Delaware corporation (“*Purchaser*”), a subsidiary of Ultragenyx Pharmaceutical Inc., a Delaware corporation (“*Ultragenyx*”), to purchase all of the issued and outstanding shares of the Company’s common stock, par value \$0.0001 per share (the “*Shares*”) at a price per Share equal to \$6.00, net to the holder in cash, without interest thereon and subject to any required tax withholding. The tender offer is disclosed in the Tender Offer Statement on Schedule TO filed by Ultragenyx and Purchaser with the SEC on October 10, 2017, and is made upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 10, 2017, and in the related Letter of Transmittal, which were filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule 14D-9, respectively.

Capitalized terms used, but not otherwise defined, in this Amendment shall have the meanings ascribed to them in the Schedule 14D-9. The information in the Schedule 14D-9 is incorporated into this Amendment by reference to all applicable items in the Schedule 14D-9, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 8. *Additional Information.*

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following paragraph at the end of the subsection entitled “*Regulatory Approvals. – U.S. Antitrust Laws.*” which begins on page 51 of the Schedule 14D-9:

“On October 10, 2017, each of Ultragenyx and the Company filed a Premerger Notification and Report Form with the FTC and the Antitrust Division in connection with the purchase of Shares in the Offer. Accordingly, the required waiting period with respect to the Offer will expire in the ordinary course at 11:59 p.m., Eastern Time on October 25, 2017.”

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: October 11, 2017

Dimension Therapeutics, Inc..

By: /s/ Mary Thistle

Name: Mary Thistle

Title: Chief Operating Officer