**Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

**Omitted**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person**
   
   Zaks Tal Zvi
   
   C/O MODERNA, INC.
   200 TECHNOLOGY SQUARE
   CAMBRIDGE MA 02139

2. Issuer Name and Ticker or Trading Symbol**
   
   Moderna, Inc. [ MRNA ]

3. Date of Earliest Transaction (Month/Day/Year)
   
   10/05/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)
   
   10/05/2020

5. Relationship of Reporting Person(s) to Issuer
   
   Director
   10% Owner
   Other (specify below)
   Chief Medical Officer

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>10/05/2020</td>
<td>M(1)</td>
<td>A</td>
<td>$12.21</td>
<td>5,000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>10/05/2020</td>
<td>M(1)</td>
<td>10,000</td>
<td>$19.15</td>
<td>15,000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>10/05/2020</td>
<td>$1(1)</td>
<td>7,390</td>
<td>$69.54(1)</td>
<td>7,610</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>10/05/2020</td>
<td>$1(1)</td>
<td>4,700</td>
<td>$70.57(1)</td>
<td>2,910</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>10/05/2020</td>
<td>$1(1)</td>
<td>2,910</td>
<td>$71.54(1)</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$12.21</td>
<td>10/05/2020</td>
<td>M(1)</td>
<td>5,000</td>
<td>10/05/2027</td>
<td>Common Stock</td>
<td>5,000</td>
<td>0</td>
<td>235,824</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$19.15</td>
<td>10/05/2020</td>
<td>M(1)</td>
<td>10,000</td>
<td>08/10/2026</td>
<td>Common Stock</td>
<td>10,000</td>
<td>0</td>
<td>104,790</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted on March 13, 2020.
2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $69.11 to $70.09. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $70.14 to $71.13. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
4. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $71.15 to $71.98. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
5. 229,938 of the options will vest over 4 years (25% on the first anniversary of the grant date of October 3, 2017, then quarterly for the next 3 years). 137,614 of the options will vest over 5 years (25% on the second anniversary of the grant date of October 3, 2017, then quarterly for the next 3 years). 91,743 of the options will vest over 6 years (25% on the third anniversary of the grant date of October 3, 2017, then quarterly for the next 3 years).
6. This option is fully vested and exercisable.

*/ Lori Henderson, as Attorney-in-Fact 10/06/2020
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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