

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>Zaks Tal Zvi</u> (Last) (First) (Middle) <u>C/O MODERNA, INC.</u> <u>200 TECHNOLOGY SQUARE</u> (Street) <u>CAMBRIDGE MA 02139</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Moderna, Inc. [MRNA]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chief Medical Officer</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2021</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/12/2021 | | M ⁽¹⁾ | | 5,000 | A | \$12.21 | 5,000 | D | |
| Common Stock | 04/12/2021 | | S ⁽¹⁾ | | 863 | D | \$137.16 ⁽²⁾ | 4,137 | D | |
| Common Stock | 04/12/2021 | | S ⁽¹⁾ | | 1,400 | D | \$138.06 ⁽³⁾ | 2,737 | D | |
| Common Stock | 04/12/2021 | | S ⁽¹⁾ | | 1,824 | D | \$139.38 ⁽⁴⁾ | 913 | D | |
| Common Stock | 04/12/2021 | | S ⁽¹⁾ | | 413 | D | \$140.22 ⁽⁵⁾ | 500 | D | |
| Common Stock | 04/12/2021 | | S ⁽¹⁾ | | 400 | D | \$141.79 ⁽⁶⁾ | 100 | D | |
| Common Stock | 04/12/2021 | | S ⁽¹⁾ | | 100 | D | \$143.09 | 0 | D | |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Option (Right to Buy) | \$12.21 | 04/12/2021 | | M ⁽¹⁾ | | | 5,000 | (7) | 10/03/2027 | Common Stock | 5,000 | \$0 | 156,282 | D | |

Explanation of Responses:

- The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted on March 13, 2020.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$136.66 to \$137.64. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$137.70 to \$138.58. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$138.86 to \$139.77. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$139.94 to \$140.58. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$141.61 to \$142.26. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- 229,358 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).

/s/ Brian Sandstrom, as
Attorney-in-Fact

04/13/2021

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.