FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
   Kim Lorence H.
   C/O MODERNINA, 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)
   06/02/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)
   06/02/2020

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 5)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/02/2020</td>
<td>M(1)</td>
<td>78,309</td>
<td>A</td>
<td>$14.22</td>
<td>1,280,819</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2020</td>
<td>M(1)</td>
<td>66,031</td>
<td>A</td>
<td>$19.15</td>
<td>1,346,850</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2020</td>
<td>M(1)</td>
<td>96,660</td>
<td>A</td>
<td>$19.15</td>
<td>1,443,510</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2020</td>
<td>S(1)</td>
<td>241,000</td>
<td>D</td>
<td>$58.3</td>
<td>1,202,510</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>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 5)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable (Month/Day/Year)</th>
<th>Amount or Number of Shares</th>
<th>Title of Security Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$14.22</td>
<td>06/02/2020</td>
<td>M(1)</td>
<td>78,309</td>
<td>02/26/2028</td>
<td>Common Stock</td>
<td>78,309</td>
<td>$0</td>
<td>587,735</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$19.15</td>
<td>06/02/2020</td>
<td>M(1)</td>
<td>66,031</td>
<td>08/10/2020</td>
<td>Common Stock</td>
<td>66,031</td>
<td>$0</td>
<td>578,358</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$19.15</td>
<td>06/02/2020</td>
<td>M(1)</td>
<td>96,660</td>
<td>08/10/2020</td>
<td>Common Stock</td>
<td>96,660</td>
<td>$0</td>
<td>0</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. 438,715 of the options will vest over 4 years (25% on February 27, 2019, then quarterly for the next 3 years), 229,358 of the options will vest over 5 years (25% on February 27, 2020, then quarterly for the next 3 years), 229,358 of the options will vest over 6 years (25% on February 27, 2021, then quarterly for the next 3 years).
3. This option is fully vested and exercisable.

/s/ Lori Henderson, as Attorney-in-Fact  
06/04/2020

** 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. 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.