

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

**FORM S-8
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

MODERNA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-3467528
(I.R.S. Employer
Identification Number)

**200 Technology Square
Cambridge, MA 02139
(617) 714-6500**
(Address of Principal Executive Offices)

Moderna, Inc. 2018 Stock Option and Incentive Plan
(Full Title of the Plans)

**Stéphane Bancel
Chief Executive Officer
200 Technology Square
Cambridge, MA 02139
(617) 714-6500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Stuart Cable, Esq.
Kingsley Taft, Esq.
Gregg Katz, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000**

**Lori Henderson, Esq.
General Counsel
Moderna, Inc.
200 Technology Square
Cambridge, Massachusetts 02139
(617) 714-6500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee

Common Stock, \$0.0001 par value per share	13,151,956 shares(3)	\$20.49	\$269,483,578.44	\$32,661.41
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- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based on \$20.49, the average of the high and low sale prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on March 8, 2019.
- (3) Represents an automatic increase to the number of shares available for issuance under the Registrant's 2018 Stock Option and Incentive Plan (the "2018 Plan"), in accordance with the automatic annual increase provision of the 2018 Plan, effective as of January 1, 2019. Shares available for issuance under the 2018 Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on December 7, 2018 (Registration No. 333-228718).

Proposed sales to take place as soon after the effective date of the Registration Statement as awards are granted, exercised or distributed under the above-named plans.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 registers additional shares of Common Stock under the 2018 Plan. The number of shares of Common Stock reserved and available for issuance under the 2018 Plan is subject to an automatic annual increase on each January 1 by an amount equal to four percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the 2018 Plan). Accordingly, on January 1, 2019, the number of shares of Common Stock reserved and available for issuance under the 2018 Plan increased by 13,151,956. This Registration Statement registers these additional 13,151,956 shares of Common Stock. The additional shares are of the same class as other securities relating to the 2018 Plan for which the Registrant's registration statement filed on Form S-8 (File No. 333-228718) on December 7, 2018, is effective. The information contained in the Registrant's registration statement filed on Form S-8 (File No. 333-228718) on December 7, 2018 is hereby incorporated by reference pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index below for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to the Current Report on Form 8-K (File No. 001-38753) filed with the Securities and Exchange Commission on December 14, 2018).</u>
4.2	<u>Amended and Restated By-laws (incorporated by reference to the Current Report on Form 8-K (File No. 001-38753) filed with the Securities and Exchange Commission on December 14, 2018).</u>
4.3	<u>Second Amended and Restated Investors' Rights Agreement by and among the Registrant and certain of its stockholders, dated May 7, 2018 (incorporated by reference to the Registration Statement on Form S-1 (File No. 333-228300) filed with the Securities and Exchange Commission on November 9, 2018.)</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<u>2018 Stock Option and Incentive Plan and forms of award agreements thereunder (incorporated by reference to the Registration Statement on Form S-1 (File No. 333-228300) filed with the Securities and Exchange Commission on November 9, 2018.)</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on the 13th day of March, 2019.

MODERNA, INC.

By: /s/ Stéphane Bancel
Stéphane Bancel
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Stéphane Bancel and Lorence H. Kim M.D. as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stéphane Bancel</u> Stéphane Bancel	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 13, 2019
<u>/s/ Lorence H. Kim</u> Lorence H. Kim, M.D.	Chief Financial Officer <i>(Principal Financial Officer)</i>	March 13, 2019
<u>/s/ Jennifer Lee</u> Jennifer Lee	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 13, 2019
<u>/s/ Noubar B. Afeyan</u> Noubar B. Afeyan, Ph.D.	Chairman and Director	March 13, 2019
<u>/s/ Stephen Berenson</u> Stephen Berenson	Director	March 13, 2019
<u>/s/ Peter Barton Hutt</u> Peter Barton Hutt, LL.M.	Director	March 13, 2019
<u>/s/ Robert Langer</u> Robert Langer, Sc.D.	Director	March 13, 2019
<u>/s/ Elizabeth Nabel</u> Elizabeth Nabel, M.D.	Director	March 13, 2019
<u>/s/ Israel Ruiz</u> Israel Ruiz	Director	March 13, 2019
<u>/s/ Paul Sagan</u> Paul Sagan	Director	March 13, 2019
<u>/s/ Moncef Slaoui</u> Moncef Slaoui, Ph.D.	Director	March 13, 2019



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com
+1 617 570 1000

March 13, 2019

Moderna, Inc.
200 Technology Square
Cambridge, MA 02139

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 13,151,956 shares (the "Shares") of Common Stock, \$0.0001 par value per share, of Moderna, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2018 Stock Option and Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/S/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Moderna, Inc. 2018 Stock Option and Incentive Plan of our report dated March 13, 2019, with respect to the consolidated financial statements of Moderna, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 13, 2019