

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

OMB APPROVAL	
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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* <u>Kim Lorence H.</u> (Last) (First) (Middle) C/O MODERNA, INC. 200 TECHNOLOGY SQUARE (Street) CAMBRIDGE MA 02139 (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) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2020	
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	05/15/2020		S ⁽¹⁾		2,600	D	\$63.8 ⁽²⁾	1,219,910	D	
Common Stock	05/15/2020		S ⁽¹⁾		5,442	D	\$64.96 ⁽³⁾	1,214,468	D	
Common Stock	05/15/2020		S ⁽¹⁾		9,715	D	\$66.05 ⁽⁴⁾	1,204,753	D	
Common Stock	05/15/2020		S ⁽¹⁾		2,243	D	\$66.68 ⁽⁵⁾	1,202,510	D	
Common Stock	05/18/2020		M ⁽⁶⁾		29,022	A	\$14.22	1,231,532	D	
Common Stock	05/18/2020		M ⁽⁶⁾		211,978	A	\$12.21	1,443,510	D	
Common Stock	05/18/2020		S ⁽⁶⁾		3,768	D	\$76.45 ⁽⁷⁾	1,439,742	D	
Common Stock	05/18/2020		S ⁽⁶⁾		7,640	D	\$77.48 ⁽⁸⁾	1,432,102	D	
Common Stock	05/18/2020		S ⁽⁶⁾		18,675	D	\$79.4 ⁽⁹⁾	1,413,427	D	
Common Stock	05/18/2020		S ⁽⁶⁾		35,569	D	\$80.24 ⁽¹⁰⁾	1,377,858	D	
Common Stock	05/18/2020		S ⁽⁶⁾		16,736	D	\$81.43 ⁽¹¹⁾	1,361,122	D	
Common Stock	05/18/2020		S ⁽⁶⁾		56,379	D	\$82.28 ⁽¹²⁾	1,304,743	D	
Common Stock	05/18/2020		S ⁽⁶⁾		59,175	D	\$83.33 ⁽¹³⁾	1,245,568	D	
Common Stock	05/18/2020		S ⁽⁶⁾		33,792	D	\$84.27 ⁽¹⁴⁾	1,211,776	D	
Common Stock	05/18/2020		S ⁽⁶⁾		5,868	D	\$85.16 ⁽¹⁵⁾	1,205,908	D	
Common Stock	05/18/2020		S ⁽⁶⁾		2,600	D	\$86.54 ⁽¹⁶⁾	1,203,308	D	
Common Stock	05/18/2020		S ⁽⁶⁾		798	D	\$86.96 ⁽¹⁷⁾	1,202,510	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)	\$14.22	05/18/2020		M ⁽⁶⁾			29,022	(18)	02/28/2028	Common Stock	29,022	\$0	888,409	D	
Stock Option (Right to Buy)	\$12.21	05/18/2020		M ⁽⁶⁾			211,978	(19)	02/23/2027	Common Stock	211,978	\$0	74,544	D	

Explanation of Responses:

- This sale was effected pursuant to a Rule 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$63.27 to \$64.22. 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 \$64.35 to \$65.34. 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 \$65.39 to \$66.38. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

5. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$66.42 to \$67.00. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
6. The reported transaction was effected pursuant to a Rule 10b5-1 trading plan.
7. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$76.13 to \$76.86. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
8. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$77.15 to \$78.05. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
9. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$78.75 to \$79.75. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
10. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$79.78 to \$80.78. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
11. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$80.80 to \$81.79 shares sold at each separate price can be furnished to the SEC staff upon request.
12. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$81.82 to \$82.82. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
13. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$82.83 to \$83.83. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
14. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$83.84 to \$84.80. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
15. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$84.85 to \$85.85. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
16. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$85.86 to \$86.81. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
17. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$86.90 to \$87.00. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
18. 458,715 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).
19. 25% of this option vested and became exercisable on February 22, 2018, with the remainder vesting in 12 equal quarterly installments thereafter.

/s/ Lori Henderson, as Attorney-
in-Fact 05/19/2020

** 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).

** 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.

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