

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>Bancel Stephane</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/17/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/17/2020		S ⁽¹⁾		1,967	D	\$83.42 ⁽²⁾	506,165	I	See Footnote ⁽³⁾
Common Stock	07/17/2020		S ⁽¹⁾		800	D	\$84.48 ⁽⁴⁾	505,365	I	See Footnote ⁽³⁾
Common Stock	07/17/2020		S ⁽¹⁾		1,270	D	\$85.38 ⁽⁵⁾	504,095	I	See Footnote ⁽³⁾
Common Stock	07/17/2020		S ⁽¹⁾		1,865	D	\$87.34 ⁽⁶⁾	502,230	I	See Footnote ⁽³⁾
Common Stock	07/17/2020		S ⁽¹⁾		900	D	\$88.53 ⁽⁷⁾	501,330	I	See Footnote ⁽³⁾
Common Stock	07/17/2020		S ⁽¹⁾		825	D	\$89.46 ⁽⁸⁾	500,505	I	See Footnote ⁽³⁾
Common Stock	07/17/2020		S ⁽¹⁾		645	D	\$90.99 ⁽⁹⁾	499,860	I	See Footnote ⁽³⁾
Common Stock	07/17/2020		S ⁽¹⁾		1,000	D	\$92.13 ⁽¹⁰⁾	498,860	I	See Footnote ⁽³⁾
Common Stock	07/17/2020		S ⁽¹⁾		489	D	\$93.18 ⁽¹¹⁾	498,371	I	See Footnote ⁽³⁾
Common Stock	07/17/2020		S ⁽¹⁾		1,185	D	\$94.24 ⁽¹²⁾	497,186	I	See Footnote ⁽³⁾
Common Stock	07/17/2020		S ⁽¹⁾		100	D	\$94.84	497,086	I	See Footnote ⁽³⁾
Common Stock	07/20/2020		S ⁽¹³⁾		200	D	\$79.39 ⁽¹⁴⁾	9,167,104	I	See Footnote ⁽¹⁵⁾
Common Stock	07/20/2020		S ⁽¹³⁾		1,000	D	\$80.85 ⁽¹⁶⁾	9,166,104	I	See Footnote ⁽¹⁵⁾
Common Stock	07/20/2020		S ⁽¹³⁾		1,004	D	\$82.19 ⁽¹⁷⁾	9,165,100	I	See Footnote ⁽¹⁵⁾
Common Stock	07/20/2020		S ⁽¹³⁾		1,422	D	\$82.94 ⁽¹⁸⁾	9,163,678	I	See Footnote ⁽¹⁵⁾
Common Stock	07/20/2020		S ⁽¹³⁾		550	D	\$84.05 ⁽¹⁹⁾	9,163,128	I	See Footnote ⁽¹⁵⁾
Common Stock	07/20/2020		S ⁽¹³⁾		1,200	D	\$85.33 ⁽²⁰⁾	9,161,928	I	See Footnote ⁽¹⁵⁾
Common Stock	07/20/2020		S ⁽¹³⁾		650	D	\$86.18 ⁽²¹⁾	9,161,278	I	See Footnote ⁽¹⁵⁾

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	07/20/2020		S	(13)	200	D	\$87.5 ⁽²²⁾	9,161,078	I	See Footnote ⁽¹⁵⁾
Common Stock	07/20/2020		S	(13)	100	D	\$90.58	9,160,978	I	See Footnote ⁽¹⁵⁾
Common Stock								6,703,858	D	
Common Stock								7,844,880	I	See Footnote ⁽²³⁾

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					

Explanation of Responses:

- This sale was effected pursuant to a Rule 10b5-1 trading plan adopted on December 28, 2018.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$82.92 to \$83.90. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- These shares are owned directly by a trust for the benefit of Mr. Bancel's children and of which the trustee is an independent institution. The reporting person disclaims Section 16 beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$83.94 to \$84.89. 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 \$85.10 to \$85.91. 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 \$86.88 to \$87.77. 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 \$88.02 to \$88.99. 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 \$89.17 to \$89.98. 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 \$90.50 to \$91.33. 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 \$91.64 to \$92.39. 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 \$92.66 to \$93.52. 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 \$93.82 to \$94.76. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- This sale was effected pursuant to a Rule 10b5-1 trading plan adopted on December 18, 2018, as amended on September 16, 2019.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$79.12 to \$79.65. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- These shares are owned directly by Boston Biotech Ventures, LLC ("Boston Biotech"). The reporting person is the majority equity unit holder and the sole managing member of Boston Biotech. The reporting person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$80.38 to \$81.25. 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 \$81.65 to \$82.55. 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 \$82.66 to \$83.46. 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 \$83.74 to \$84.44. 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 \$84.87 to \$85.83. 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 \$85.88 to \$86.52. 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 \$87.05 to \$87.95. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- These shares are owned directly by OCHA LLC ("OCHA"). The reporting person is the majority equity unit holder and the sole managing member of OCHA. The reporting person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

/s/ Lori Henderson, as
Attorney-in-Fact

07/21/2020

** 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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