

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Hoge Stephen</u> <hr/> (Last) (First) (Middle) C/O MODERNA, INC. 200 TECHNOLOGY SQUARE <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/07/2018	3. Issuer Name and Ticker or Trading Symbol <u>Moderna, Inc. [ MRNA ]</u>	
		4. 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;"><b>President</b></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,096,072 <sup>(1)</sup>	D	
Common Stock	4,116 <sup>(2)</sup>	I	By Valhalla, LLC

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series E Preferred Stock	(3)	(3)	Common Stock	458	(3)	D	
Stock Option (Right to Buy)	(4)	08/19/2023	Common Stock	917,431	0.99	D	
Stock Option (Right to Buy)	(5)	02/23/2026	Common Stock	366,972	10.9	D	
Stock Option (Right to Buy)	(6)	08/10/2026	Common Stock	223,357	19.15	D	
Stock Option (Right to Buy)	(7)	08/10/2026	Common Stock	96,660	19.15	D	
Stock Option (Right to Buy)	(8)	02/23/2027	Common Stock	458,715	12.21	D	
Stock Option (Right to Buy)	(9)(10)	10/03/2027	Common Stock	1,834,862	12.21	D	
Stock Option (Right to Buy)	(11)	02/28/2028	Common Stock	412,844	14.22	D	

**Explanation of Responses:**

- Of the 2,092,076 shares reported in this column, 40,954 shares are subject to a restricted stock grant dated April 9, 2015, which vests as follows: 25% of the Shares to vest on the first anniversary of the vest start date of April 9, 2015, and the remainder vests in 12 quarterly installments.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- Each share of Series E Preferred Stock is convertible into shares of the Issuer's common stock, \$0.0001 par value per share ("Common Stock") based on an applicable conversion ratio of 0.45859. Upon the closing of the Issuer's initial public offering, all shares of Series E Preferred Stock will convert into shares of Common Stock of the Issuer. The Series E Preferred Stock has no expiration date.
- This option is fully vested and exercisable.
- 25% of this option vested and became exercisable on February 23, 2017, with the remainder vesting in 12 equal quarterly installments thereafter.
- 25% of this option vested and became exercisable on April 24, 2015, with the remainder vesting in 12 equal quarterly installments thereafter
- 25% of this option vested and became exercisable on April 9, 2016, with the remainder vesting in 12 equal quarterly installments thereafter.
- 25% of this option vested and became exercisable on February 22, 2018, with the remainder vesting in 12 equal quarterly installments thereafter.
- 917,432 of the shares subject to the option vest over four years in accordance with the following schedule: 25% of such shares vest on the first anniversary of the grant date of October 3, 2017 and the remaining 75% of such shares vest in 12 equal quarterly installments thereafter, generally subject to the named executive officer's continuous service relationship with the Company through each applicable vesting date. 458,715 of the shares subject to the option vest over five years in accordance with the following schedule: 25% of such shares vest on the second anniversary of the grant date of October 3, 2017 and the remaining 75% of such shares vest in 12 equal quarterly installments thereafter, generally subject to the named executive officer's continuous service relationship with the Company through each applicable vesting date.

10. (Continued from Footnote 9) 458,715 of the shares subject to the option vest over six years in accordance with the following schedule: 25% of such shares vest on the third anniversary of the grant date of October 3, 2017 and the remaining 75% of such shares vest in 12 equal quarterly installments thereafter, generally subject to the named executive officer's continuous service relationship with the Company through each applicable vesting date.

11. 25% of this option shall become vested and on February 27, 2019, with the remainder vesting in 12 equal quarterly installments thereafter.

**Remarks:**

Exhibit 24.1: Power of Attorney

/s/ Jeffrey Cerio, as Attorney-  
in-Fact 12/07/2018

\*\* 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 5 (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.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Lori Henderson, Patricia Mets and Jeffrey Cerio, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Moderna, Inc. (the "Company"), (i) Form ID, including any attached documents, to effect the assignment of codes to the undersigned to be used in the transmission of information to the United States Securities and Exchange Commission using the EDGAR System, (ii) Forms 3, 4 and 5, (iii) Schedule 13D, (iv) Schedule 13G and (v) amendments of each thereof, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D, Schedule 13G or any amendments thereto and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorney-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the United States Securities and Exchange Commission as a confirming statement of the authority granted herein. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an executive officer of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of December, 2018.

/s/ Stephen Hoge  
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Name: Stephen Hoge