**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

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1. **Name and Address of Reporting Person**
   
   Zaks Tal Zvi
   
   (Last) (First) (Middle)
   
   C/O Moderna, Inc.
   
   200 Technology Square
   
   Cambridge MA 02139
   
   **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th><strong>Title of Security (Instr. 3)</strong></th>
<th><strong>Transaction Date (Month/Day/Year)</strong></th>
<th><strong>Deemed Execution Date, if any (Month/Day/Year)</strong></th>
<th><strong>Transaction Code (Instr. 8)</strong></th>
<th><strong>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</strong></th>
<th><strong>Amount (A) or (D)</strong></th>
<th><strong>Price</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/21/2020</td>
<td></td>
<td>M(1)</td>
<td>10,000 A</td>
<td>$20.93</td>
<td>10,000 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/21/2020</td>
<td></td>
<td>M(1)</td>
<td>10,000 A</td>
<td>$19.15</td>
<td>20,000 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/21/2020</td>
<td></td>
<td>S(1)</td>
<td>3,400 D</td>
<td>$66.16</td>
<td>16,600 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/21/2020</td>
<td></td>
<td>S(1)</td>
<td>10,601 D</td>
<td>$67.11</td>
<td>5,999 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/21/2020</td>
<td></td>
<td>S(1)</td>
<td>4,210 D</td>
<td>$67.94</td>
<td>1,789 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/21/2020</td>
<td></td>
<td>S(1)</td>
<td>1,789 D</td>
<td>$69.06</td>
<td>0 D</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th><strong>Title of Derivative Security (Instr. 3)</strong></th>
<th><strong>Conversion or Exercise Price of Derivative Security</strong></th>
<th><strong>Transaction Date (Month/Day/Year)</strong></th>
<th><strong>Deemed Execution Date, if any (Month/Day/Year)</strong></th>
<th><strong>Transaction Code (Instr. 8)</strong></th>
<th><strong>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</strong></th>
<th><strong>Amount (A) or (D)</strong></th>
<th><strong>Price</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$20.93</td>
<td>09/21/2020</td>
<td></td>
<td>M(1)</td>
<td>10,000 A</td>
<td>03/08/2020</td>
<td>$219,195 D</td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$19.15</td>
<td>09/21/2020</td>
<td></td>
<td>M(1)</td>
<td>10,000 A</td>
<td>08/10/2026</td>
<td>124,790 D</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. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $65.62 to $66.60. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $66.64 to $67.64. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
4. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $67.68 to $68.51. 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 $68.79 to $69.29. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
6. This option is fully vested and exercisable.

A/ Lori Henderson, as Attorney-in-Fact 09/22/2020

**Signature of Reporting Person**

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Remainder: 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.

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**Attachment**

- **Transcript of the Form 4**