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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Bancel Stephane

C/O MODERNA, INC.
200 TECHNOLOGY SQUARE
CAMBRIDGE, MA 02139

Moderna, Inc. [ MRNA ]

Chief Executive Officer

1. Name and Address of Reporting Person

2. Issuer Name and Ticker or Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

07/21/2021

5. Relationship of Reporting Person(s) to Issuer

Director

X

Officer (give title below)

Chief Executive Officer

X

Other (specify below)


4. If Amendment, Date of Original Filed (Month/Day/Year)

07/22/2021

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 5)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</th>
<th>4A. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4 and 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/21/2021</td>
<td>$ (1)</td>
<td>D</td>
<td>9,000 D</td>
<td>$299</td>
<td>6,204,868 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/21/2021</td>
<td>(2)</td>
<td>V</td>
<td>4,000 D</td>
<td>(3)</td>
<td>6,200,868 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/22/2021</td>
<td>$ (4)</td>
<td>D</td>
<td>10,000 D</td>
<td>$318.5</td>
<td>7,314,880 I</td>
<td>I</td>
<td>See Footnote(5)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>See Footnote(6)</td>
</tr>
</tbody>
</table>

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. 5) | 4A. Date Exercisable or Expiration Date (Month/Day/Year) | 5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4) | 6. Price of Derivative Security (Instr. 5) | 7. Title and Nature of Securities Beneficially Owned (Instr. 3 and 4) | 8. Number of derivative Securities Beneficially Owned Following Report Date (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------------|--------------------------------------------------------|--------------------------------------|------------------------------------------|--------------------------------.|--------------------------------------------------------|--------------------------------------------------------|------------------------------------------|----------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|
|                                           |                                                        |                                      |                                          |                               | Date Exercisable or Expiration Date | Amount or Number of Shares                                           |                                      |                                          |                                      |                                                        |                                                        |                                                        |

Explanation of Responses:

1. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted on December 18, 2018, as amended on May 21, 2020.
2. The reported disposition was effected pursuant to a Rule 10b5-1 trading plan adopted on May 21, 2020, as amended May 13, 2021.
3. The reported disposition represents a bona fide charitable gift made by the reporting person.
4. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted on December 18, 2018, as amended on September 16, 2019.
5. 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.
6. 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.

/s/ Brian Sandstrom, as Attorney-in-Fact

07/23/2021

**Signature of Reporting Person**

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).
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.