

OMB APPROVAL	
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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>Zaks Tal Zvi</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) <p style="text-align:right">Chief Medical Officer</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2020</u>	
	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	09/14/2020		M ⁽¹⁾		10,000	A	\$20.93	10,000	D	
Common Stock	09/14/2020		M ⁽¹⁾		34	A	\$14.22	10,034	D	
Common Stock	09/14/2020		M ⁽¹⁾		10,000	A	\$19.15	20,034	D	
Common Stock	09/14/2020		S ⁽¹⁾		2,082	D	\$60.86 ⁽²⁾	17,952	D	
Common Stock	09/14/2020		S ⁽¹⁾		2,574	D	\$61.85 ⁽³⁾	15,378	D	
Common Stock	09/14/2020		S ⁽¹⁾		10,210	D	\$62.79 ⁽⁴⁾	5,168	D	
Common Stock	09/14/2020		S ⁽¹⁾		5,168	D	\$63.53 ⁽⁵⁾	0	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)	\$20.93	09/14/2020		M ⁽¹⁾			10,000	03/08/2020	03/08/2029	Common Stock	10,000	\$0	229,195	D	
Stock Option (Right to Buy)	\$14.22	09/14/2020		M ⁽¹⁾			34	(6)	02/28/2028	Common Stock	34	\$0	60,209	D	
Stock Option (Right to Buy)	\$19.15	09/14/2020		M ⁽¹⁾			10,000	(7)	08/10/2026	Common Stock	10,000	\$0	134,790	D	

Explanation of Responses:

- The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted on March 13, 2020.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$60.15 to \$61.13. 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 \$61.23 to \$62.21. 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 \$62.24 to \$63.24. 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 \$63.25 to \$63.75. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- 25% of this option vested and became exercisable on February 27, 2019 with the remainder vesting in 12 equal quarterly installments thereafter.
- This option is fully vested and exercisable.

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

09/15/2020

** 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.

