

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 11, 2020**

**MODERNA, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38753**  
(Commission  
File Number)

**81-3467528**  
(IRS Employer  
Identification No.)

**200 Technology Square**  
**Cambridge, MA**  
(Address of principal executive offices)

**02139**  
(Zip code)

**(Registrant's telephone number, including area code): (617) 714-6500**

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	MRNA	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

On August 11, 2020, ModernaTX, Inc. (“Moderna”), a wholly-owned subsidiary of Moderna, Inc. (the “Company”), entered into an agreement with the Army Contracting Command of the U.S. Department of Defense (“DoD”) for the supply of mRNA-1273, the Company’s investigational vaccine candidate against SARS-CoV-2, the novel strain of coronavirus that causes COVID-19 (the “U.S. Supply Agreement”). Moderna entered into the U.S. Supply Agreement as part of a collaboration between DoD and the Biomedical Advanced Research and Development Authority (“BARDA”) of the U.S. Department of Health and Human Services in connection with Operation Warp Speed.

The U.S. Supply Agreement provides for the manufacturing and delivery of an initial 100 million doses of mRNA-1273 by the U.S. Government for \$1.225 billion. Moderna is eligible to receive up to an additional \$300 million upon acceptance of the initial 100 million doses, if mRNA-1273 has achieved an emergency use authorization (“EUA”) or an approved biologics license application (“BLA”) issued by the U.S. Food and Drug Administration (“FDA”) on or before January 31, 2021. With the award of the U.S. Supply Agreement, the U.S. Government has committed up to \$2.480 billion to the Company for mRNA-1273, inclusive of the previous commitment of up to \$955 million under a prior BARDA award that is funding clinical development and associated manufacturing of mRNA-1273. In addition, the U.S. Supply Agreement provides the U.S. Government with four additional and separate options to purchase 100 million doses per option of mRNA-1273. Each option is exercisable at the sole discretion of the U.S. Government, following receipt of an EUA or BLA, at various times during the first half of 2021. Upon exercise of each option, the U.S. Government will pay Moderna \$1.65 billion on the terms agreed to in the U.S. Supply Agreement.

If, following the filing of an application for an EUA or a BLA, but prior to fulfilling its supply commitment under the U.S. Supply Agreement, the Company either makes a formal management decision to terminate the manufacture or sale of mRNA-1273 to the U.S. Government, or makes any filing that anticipates Federal bankruptcy protection, then at the request of the U.S. Government, the Company will provide the U.S. Government with certain items required for the U.S. Government to have a third party manufacture mRNA-1273 exclusively for sale to the U.S. Government, including a non-exclusive, nontransferable, irrevocable (except for cause), royalty-free paid-up license to practice or have practiced for or on behalf of the U.S. Government certain Moderna patent and other intellectual property rights required to manufacture mRNA-1273; necessary FDA regulatory filings or authorizations owned or controlled by Moderna related to mRNA-1273; and any outstanding deliverables contemplated or materials purchased under the U.S. Supply Agreement.

The U.S. Supply Agreement contains terms and conditions that are customary for U.S. Government agreements of this nature, including provisions giving the U.S. Government the right to terminate the agreement if the applicable Contracting Officer determines that a termination is in the U.S. Government’s interest. Following any such termination, Moderna and the U.S. Government may agree upon the amount to be paid or remaining to be paid to Moderna because of the termination. The base period of performance under the U.S. Supply Agreement is nine months, and may be extended to 20 months if all options are exercised by the U.S. Government. Under the terms of the U.S. Supply Agreement, the Company is entitled to receive approximately \$600 million upon the presentation of certain documentation regarding the production of mRNA-1273, which condition is expected to be met prior to approval of mRNA-1273 or delivery of doses ordered under the U.S. Supply Agreement. Additionally, the parties have agreed to novate the agreement to another of the Company’s wholly-owned subsidiaries.

The foregoing description of the material terms of the U.S. Supply Agreement does not purport to be complete and is qualified in its entirety by reference to the U.S. Supply Agreement, which will be filed with the Securities and Exchange Commission as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2020.

**Item 7.01. Regulation FD Disclosure.**

On August 11, 2020, the Company issued a press release announcing its entry into the U.S. Supply Agreement, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 to this Current Report on Form 8-K, and in Exhibit 99.1 furnished herewith, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press release issued by Moderna, Inc. on August 11, 2020</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 12, 2020

**MODERNA, INC.**

By: /s/ Lori Henderson  
Lori Henderson  
General Counsel and Secretary

**Moderna Announces Supply Agreement with U.S. Government for Initial 100 Million Doses of mRNA Vaccine Against COVID-19 (mRNA-1273)**

*New U.S. government award up to \$1.525 billion for 100 million doses*

*Option granted to U.S. government to purchase up to an additional 400 million doses*

CAMBRIDGE, Mass.—August 11, 2020 – Moderna, Inc., (Nasdaq: MRNA) a biotechnology company pioneering messenger RNA (mRNA) therapeutics and vaccines to create a new generation of transformative medicines for patients, today announced that the U.S. government has secured 100 million doses of mRNA-1273 as part of the U.S. government’s goal of securing early access to safe and effective COVID-19 vaccines for the American people.

Today’s award of up to \$1.525 billion is for the manufacturing and delivery of 100 million doses of mRNA-1273 including incentive payments for timely delivery of the product. With the previous award of up to \$955 million from BARDA for the development of mRNA-1273 to licensure, today’s announcement brings the U.S. government commitments for-early access to mRNA-1273 to up to \$2.48 billion. Under the terms of the agreement, the U.S. government, as a part of Operation Warp Speed, will also have the option to purchase up to an additional 400 million doses of mRNA-1273 from Moderna. The U.S. government has announced that consistent with its commitment to free access to COVID-19 vaccines, Americans will receive mRNA-1273 at no cost for the vaccine itself. As is customary with government-purchased vaccines, healthcare professionals could charge for the cost of administering the vaccine.

“We appreciate the confidence of the U.S. government in our mRNA vaccine platform and the continued support,” said Stéphane Bancel, Moderna’s Chief Executive Officer. “We are advancing the clinical development of mRNA-1273 with the ongoing Phase 3 study being conducted in collaboration with NIAID and BARDA. In parallel, we are scaling up our manufacturing capability with our strategic partners, Lonza, Catalent and Rovi, to address this global health emergency with a safe and effective vaccine.”

“For Operation Warp Speed, we are assembling a broad portfolio of vaccines to increase the odds that we will have at least one safe, effective vaccine as soon as the end of this year,” said HHS Secretary Alex Azar. “With this latest investment, we will have supported the vaccine candidate developed by Moderna in partnership with the NIH all the way from early development through clinical trials and now manufacturing, with the potential to bring millions of safe and effective doses to the American people.”

Over the past nine years, Moderna has invested in creating and developing a novel platform for designing and manufacturing a new class of mRNA-based vaccines. The investments in this proprietary platform have enabled Moderna to expeditiously create, manufacture and clinically develop mRNA-1273 to potentially address the current COVID-19 pandemic. A summary of the company’s work to date on COVID-19 can be found [here](#).

The Biomedical Advanced Research and Development Authority (BARDA), part of the Office of the Assistant Secretary for Preparedness and Response (ASPR) within the U.S. Department of Health and Human Services (HHS), supported the research and development of mRNA-1273 with \$955 million in federal funding under Contract no. 75A50120C00034. BARDA is reimbursing Moderna for 100 percent of the allowable costs incurred by the company for conducting the program described in the BARDA contract. The U.S. government is providing up to \$1.525 billion in funding for the supply of mRNA-1273 under U.S. Department of Defense Contract No. W911QY-20-C-0100.

## About mRNA-1273

mRNA-1273 is an mRNA vaccine against COVID-19 encoding for a prefusion stabilized form of the Spike (S) protein, which was co-developed by Moderna and investigators from the National Institute of Allergy and Infectious Disease's (NIAID) Vaccine Research Center. The first clinical batch, which was funded by the Coalition for Epidemic Preparedness Innovations, was completed on February 7, 2020 and underwent analytical testing; it was shipped to the National Institutes of Health (NIH) on February 24, 42 days from sequence selection. The first participant in the NIAID-led Phase 1 study of mRNA-1273 was dosed on March 16, 63 days from sequence selection to Phase 1 study dosing. On May 12, the FDA granted mRNA-1273 Fast Track designation. On May 29, the first participants in each age cohort: healthy adults ages 18-55 years (n=300) and older adults ages 55 years and above (n=300) were dosed in the Phase 2 study of mRNA-1273. On July 8, the Phase 2 study completed enrollment.

The Phase 3 COVE study of mRNA-1273, being conducted in collaboration with the NIH and BARDA, began on July 27; enrollment is on track to complete in September. Results from a non-human primate preclinical viral challenge study evaluating mRNA-1273 were recently published in *The New England Journal of Medicine*. On July 14, an interim analysis of the original cohorts in the NIH-led Phase 1 study of mRNA-1273 was published in *The New England Journal of Medicine*.

## About Moderna's Prophylactic Vaccines Modality

Moderna scientists designed the company's prophylactic vaccines modality to prevent infectious diseases. More than 1,900 participants, prior to enrolling the Phase 3 study of mRNA-1273, have been enrolled in Moderna's infectious disease vaccine clinical studies under health authorities in the U.S., Europe and Australia. Clinical data demonstrate that Moderna's proprietary vaccine technology has been generally well-tolerated and can elicit durable immune responses to viral antigens. Based on clinical experience across Phase 1 studies, the company designated prophylactic vaccines a core modality and is working to accelerate the development of its vaccine pipeline.

The potential advantages of an mRNA approach to prophylactic vaccines include the ability to combine multiple mRNAs into a single vaccine, rapid discovery to respond to emerging pandemic threats and manufacturing agility derived from the platform nature of mRNA vaccine design and production. Moderna has built a fully integrated manufacturing plant which enables the promise of the technology platform.

Moderna currently has nine development candidates in its prophylactic vaccines modality, including:

### *Vaccines against respiratory infections*

- Respiratory syncytial virus (RSV) vaccine for older adults (mRNA-1777 and mRNA-1172 or V172 with Merck)
- RSV vaccine for young children (mRNA-1345)
- Human metapneumovirus (hMPV) and parainfluenza virus type 3 (PIV3) vaccine (mRNA-1653)
- COVID-19 vaccine (mRNA-1273)
- Influenza H7N9 vaccine (mRNA-1851)

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#### *Vaccines against infections transmitted from mother to baby*

- Cytomegalovirus (CMV) vaccine (mRNA-1647)
- Zika vaccine (mRNA-1893 with BARDA)

#### *Vaccines against highly prevalent viral infections*

- Epstein-Barr virus (EBV) vaccine (mRNA-1189)

To date, Moderna has demonstrated positive Phase 1 data readouts for eight prophylactic vaccines (H10N8, H7N9, RSV, chikungunya virus, hMPV/PIV3, CMV, Zika and COVID-19). Moderna's CMV vaccine is currently in a Phase 2 dose-confirmation study. Moderna's investigational Zika vaccine (mRNA-1893), currently in a Phase 1 study, was granted FDA Fast Track designation in August 2019.

#### **About Moderna**

Moderna is advancing messenger RNA (mRNA) science to create a new class of transformative medicines for patients. mRNA medicines are designed to direct the body's cells to produce intracellular, membrane or secreted proteins that can have a therapeutic or preventive benefit and have the potential to address a broad spectrum of diseases. Moderna's platform builds on continuous advances in basic and applied mRNA science, delivery technology and manufacturing, providing the Company the capability to pursue in parallel a robust pipeline of new development candidates. Moderna is developing therapeutics and vaccines for infectious diseases, immuno-oncology, rare diseases, cardiovascular diseases, and autoimmune and inflammatory diseases, independently and with strategic collaborators.

Headquartered in Cambridge, Mass., Moderna currently has strategic alliances for development programs with AstraZeneca PLC and Merck & Co., Inc., as well as the Defense Advanced Research Projects Agency (DARPA), an agency of the U.S. Department of Defense; the Biomedical Advanced Research and Development Authority (BARDA), a division of the Office of the Assistant Secretary for Preparedness and Response (ASPR) within the U.S. Department of Health and Human Services (HHS) and the Coalition for Epidemic Preparedness Innovations (CEPI). Moderna has been named a top biopharmaceutical employer by *Science* for the past five years. To learn more, visit [www.modernatx.com](http://www.modernatx.com).

#### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended including, but not limited to, statements concerning: terms of the Company's collaboration with the U.S. Government and the timing of enrollment in the Phase 3 study of mRNA-1273 and the cost of the vaccine to Americans.

In some cases, forward-looking statements can be identified by terminology such as “will,” “may,” “should,” “expects,” “intends,” “plans,” “aims,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” “continue,” or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. The forward-looking statements in this press release are neither promises nor guarantees, and you should not place undue reliance on these forward-looking statements because they involve known and unknown risks, uncertainties, and other factors, many of which are beyond Moderna’s control and which could cause actual results to differ materially from those expressed or implied by these forward-looking statements. These risks, uncertainties, and other factors include, among others: the ability to manufacture and deliver doses at the scale required by the agreement with the U.S. Government; the lack of a guarantee the U.S. Government will exercise its option to purchase additional doses; preclinical and clinical development is lengthy and uncertain, especially for a new class of medicines such as mRNA, and therefore our preclinical programs or development candidates may be delayed, terminated, or may never advance to or in the clinic; no commercial product using mRNA technology has been approved, and may never be approved; mRNA drug development has substantial clinical development and regulatory risks due to the novel and unprecedented nature of this new class of medicines; despite having ongoing interactions with the FDA or other regulatory agencies, the FDA or such other regulatory agencies may not agree with the Company’s regulatory approval strategies, components of our filings, such as clinical trial designs, conduct and methodologies, or the sufficiency of data submitted; the fact that the rapid response technology in use by Moderna is still being developed and implemented; the fact that the safety and efficacy of mRNA-1273 has not yet been established; potential adverse impacts due to the global COVID-19 pandemic such as delays in clinical trials, preclinical work, overall operations, regulatory review, manufacturing and supply chain interruptions, adverse effects on healthcare systems and disruption of the global economy; and those risks and uncertainties described under the heading “Risk Factors” in Moderna’s most recent Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission (SEC) and in subsequent filings made by Moderna with the SEC, which are available on the SEC’s website at [www.sec.gov](http://www.sec.gov). Except as required by law, Moderna disclaims any intention or responsibility for updating or revising any forward-looking statements contained in this press release in the event of new information, future developments or otherwise. These forward-looking statements are based on Moderna’s current expectations and speak only as of the date hereof.

## **Moderna Contacts**

### **Media:**

Colleen Hussey  
Senior Manager, Corporate Communications  
203-470-5620  
[Colleen.Hussey@modernatx.com](mailto:Colleen.Hussey@modernatx.com)

### **Investors:**

Lavina Talukdar  
Head of Investor Relations  
617-209-5834  
[Lavina.Talukdar@modernatx.com](mailto:Lavina.Talukdar@modernatx.com)