

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>Bancel Stephane</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2018</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	12/11/2018		C		4,557,591	A	(1)	7,951,668	I	See Footnote(2)
Common Stock	12/11/2018		C		7,744,542	A	(3)	7,744,542	I	See Footnote(4)
Common Stock	12/11/2018		C		1,428,427	A	(5)	9,172,969	I	See Footnote(4)
Common Stock	12/11/2018		C		53,823	A	(6)	9,226,792	I	See Footnote(4)
Common Stock	12/11/2018		C		18,591	A	(7)	9,245,383	I	See Footnote(4)
Common Stock	12/11/2018		C		4,587	A	(8)	9,249,970	I	See Footnote(4)
Common Stock	12/11/2018		C		22,935	A	(9)	7,974,603	I	See Footnote(2)
Common Stock								6,720,368(10)	D	
Common Stock								916,834	I	See Footnote(11)

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	Amount or Number of Shares				
Series A Preferred Stock	(1)	12/11/2018		C		4,557,591		(1)	(1)	Common Stock	4,557,591	(1)	0	I	See Footnote(2)
Series B Preferred Stock	(3)	12/11/2018		C		7,744,542		(3)	(3)	Common Stock	7,744,542	(3)	0	I	See Footnote(4)
Series C Preferred Stock	(5)	12/11/2018		C		1,428,427		(5)	(5)	Common Stock	1,428,427	(5)	0	I	See Footnote(4)
Series D Preferred Stock	(6)	12/11/2018		C		53,823		(6)	(6)	Common Stock	53,823	(6)	0	I	See Footnote(4)
Series E Preferred Stock	(7)	12/11/2018		C		18,591		(7)	(7)	Common Stock	18,591	(7)	0	I	See Footnote(4)

**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	Amount or Number of Shares				
Series F Preferred Stock	(8)	12/11/2018		C			4,587	(8)	(8)	Common Stock	4,587	(8)	0	I	See Footnote ⁽⁴⁾
Series G Preferred Stock	(9)	12/11/2018		C			22,935	(9)	(9)	Common Stock	22,935	(9)	0	I	See Footnote ⁽²⁾

Explanation of Responses:

- The Series A Preferred Stock converted into Common Stock based on an applicable conversion ratio of 0.45576 upon the closing of the Issuer's initial public offering on December 11, 2018. The Series A Preferred Stock had no expiration date.
- 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.
- The Series B Preferred Stock converted into Common Stock based on an applicable conversion ratio of 0.45457 upon the closing of the Issuer's initial public offering on December 11, 2018. The Series B Preferred Stock had no expiration date.
- 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.
- The Series C Preferred Stock converted into Common Stock based on an applicable conversion ratio of 0.45853 upon the closing of the Issuer's initial public offering on December 11, 2018. The Series C Preferred Stock had no expiration date.
- The Series D Preferred Stock converted into Common Stock based on an applicable conversion ratio of 0.45854 upon the closing of the Issuer's initial public offering on December 11, 2018. The Series D Preferred Stock had no expiration date.
- The Series E Preferred Stock converted into Common Stock based on an applicable conversion ratio of 0.45859 upon the closing of the Issuer's initial public offering on December 11, 2018. The Series E Preferred Stock had no expiration date.
- The Series F Preferred Stock converted into Common Stock based on an applicable conversion ratio of 0.45872 upon the closing of the Issuer's initial public offering on December 11, 2018. The Series F Preferred Stock had no expiration date.
- The Series G Preferred Stock converted into Common Stock based on an applicable conversion ratio of 0.45872 upon the closing of the Issuer's initial public offering on December 11, 2018. The Series G Preferred Stock had no expiration date.
- Of the 6,720,368 shares reported in this column, 81,908 shares are subject to a restricted stock grant dated August 10, 2016, 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 vest in 12 quarterly installments.
- These shares are owned directly by a trust for the benefit of Mr. Bancel's family and of which the trustee is an independent institution. 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.

Remarks:

/s/ Jeffrey Cerio, as Attorney-in-Fact 12/13/2018

** 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 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.

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