

OMB APPROVAL	
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**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

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

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 _____ Officer (give title below) <input checked="" type="checkbox"/> Chief Medical Officer _____ Other (specify below) _____
	3. Date of Earliest Transaction (Month/Day/Year) 06/02/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	06/02/2020		M <sup>(1)</sup>		11,467	A	\$12.21	11,467	D	
Common Stock	06/02/2020		M <sup>(1)</sup>		47,737	A	\$14.22	59,204	D	
Common Stock	06/02/2020		M <sup>(1)</sup>		39,752	A	\$19.15	98,956	D	
Common Stock	06/02/2020		S <sup>(1)</sup>		3,174	D	\$56.28 <sup>(2)</sup>	95,782	D	
Common Stock	06/02/2020		S <sup>(1)</sup>		12,797	D	\$57.15 <sup>(3)</sup>	82,985	D	
Common Stock	06/02/2020		S <sup>(1)</sup>		48,079	D	\$58.13 <sup>(4)</sup>	34,906	D	
Common Stock	06/02/2020		S <sup>(1)</sup>		30,381	D	\$59.11 <sup>(5)</sup>	4,525	D	
Common Stock	06/02/2020		S <sup>(1)</sup>		4,525	D	\$59.81 <sup>(6)</sup>	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		Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$12.21	06/02/2020		M <sup>(1)</sup>		11,467	(7)	02/23/2027	Common Stock	11,467	\$0	34,412	D	
Stock Option (Right to Buy)	\$14.22	06/02/2020		M <sup>(1)</sup>		47,737	(8)	02/28/2028	Common Stock	47,737	\$0	70,243	D	
Stock Option (Right to Buy)	\$19.15	06/02/2020		M <sup>(1)</sup>		39,752	(9)	08/10/2026	Common Stock	39,752	\$0	443,550	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 \$55.60 to \$56.57. 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 \$56.61 to \$57.61. 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 \$57.65 to \$58.65. 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 \$58.67 to \$59.67. 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 \$59.69 to \$59.94. 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 22, 2018 with the remainder vesting in 12 equal quarterly installments thereafter.
- 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

06/04/2020

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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