**United States Securities and Exchange Commission**

**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**
   
   Zaks Tal Zvi
   
   C/O MODERNZA, INC.
   
   200 TECHNOLOGY SQUARE
   
   CAMBRIDGE, MA 02139

2. **Issuer Name and Ticker or Trading Symbol**
   
   Moderna, Inc. [ MRNA ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   06/02/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   06/02/2020

5. **Relationship of Reporting Person(s) to Issuer**
   
   Director
   
   10% Owner
   
   Chief Medical Officer

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   X Form filed by One Reporting Person
   
   Form filed by More than One Reporting Person

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**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. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Acquired or Disposed Of (Instr. 3 and 4)</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>06/02/2020</td>
<td>m(1)</td>
<td>11,467</td>
<td>A ($12.21)</td>
<td>11,467</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2020</td>
<td>m(1)</td>
<td>47,737</td>
<td>A ($14.22)</td>
<td>59,204</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2020</td>
<td>m(1)</td>
<td>39,752</td>
<td>A ($19.15)</td>
<td>47,737</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2020</td>
<td>s(1)</td>
<td>3,174</td>
<td>D ($56.28)</td>
<td>12,797</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2020</td>
<td>s(1)</td>
<td>12,797</td>
<td>D ($57.15)</td>
<td>48,079</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2020</td>
<td>s(1)</td>
<td>30,381</td>
<td>D ($59.11)</td>
<td>4,525</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2020</td>
<td>s(1)</td>
<td>4,525</td>
<td>D ($59.81)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$12.21</td>
<td>06/02/2020</td>
<td>m(1)</td>
<td>11,467</td>
<td>(7) 02/23/2027</td>
<td>Common Stock 11,467 ($0)</td>
<td>34,412 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$14.22</td>
<td>06/02/2020</td>
<td>m(1)</td>
<td>47,737</td>
<td>(8) 02/28/2028</td>
<td>Common Stock 47,737 ($0)</td>
<td>70,243 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$19.15</td>
<td>06/02/2020</td>
<td>m(1)</td>
<td>39,752</td>
<td>(9) 08/10/2026</td>
<td>Common Stock 39,752 ($0)</td>
<td>443,550 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted on March 13, 2020.
2. 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 upon request.
3. 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 upon request.
4. 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 upon request.
5. 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 upon request.
6. 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 upon request.
7. 25% of this option vested and became exercisable on February 22, 2018 with the remainder vesting in 12 equal quarterly installments thereafter.
8. 25% of this option vested and became exercisable on February 27, 2019 with the remainder vesting in 12 equal quarterly installments thereafter.
9. This option is fully vested and exercisable.

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**Signature**

/\ 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).
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.