

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>AFEYAN NOUBAR</u> (Last) (First) (Middle) <u>55 CAMBRIDGE PARKWAY, SUITE 800E</u> (Street) <u>CAMBRIDGE MA 02142</u> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	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		7,292,145	A	(5)	7,292,145	I	By: Flagship Ventures Fund IV, LP ⁽¹⁾
Common Stock	12/11/2018		C		1,823,036	A	(5)	1,823,036	I	By: Flagship Ventures Fund IV-Rx, LP ⁽²⁾
Common Stock	12/11/2018		C		24,782,551	A	(6)	32,074,696	I	By: Flagship Ventures Fund IV, LP ⁽¹⁾
Common Stock	12/11/2018		C		6,195,632	A	(6)	8,018,668	I	By: Flagship Ventures Fund IV-Rx, LP ⁽²⁾
Common Stock	12/11/2018		C		5,713,739	A	(7)	37,788,435	I	By: Flagship Ventures Fund IV, LP ⁽¹⁾
Common Stock	12/11/2018		C		1,428,432	A	(7)	9,447,100	I	By: Flagship Ventures Fund IV-Rx, LP ⁽²⁾
Common Stock	12/11/2018		C		85,989	A	(8)	37,874,424	I	By: Flagship Ventures Fund IV, LP ⁽¹⁾

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		21,496	A	(8)	9,468,596	I	By: Flagship Ventures Fund IV-Rx, LP ⁽²⁾
Common Stock								11,460,435	I	By: Flagship Venture Labs IV LLC ⁽³⁾
Common Stock								3,924	I	By: Flagship Pioneering, Inc. ⁽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 A Preferred Stock	(5)	12/11/2018		C			7,292,145	(5)	(5)	Common Stock	7,292,145	(5)	0	I	By: Flagship Ventures Fund IV, LP ⁽¹⁾
Series A Preferred Stock	(5)	12/11/2018		C			1,823,036	(5)	(5)	Common Stock	1,823,036	(5)	0	I	By: Flagship Ventures Fund IV-Rx, LP ⁽²⁾
Series B Preferred Stock	(6)	12/11/2018		C			24,782,551	(6)	(6)	Common Stock	24,782,551	(6)	0	I	By: Flagship Ventures Fund IV, LP ⁽¹⁾
Series B Preferred Stock	(6)	12/11/2018		C			6,195,632	(6)	(6)	Common Stock	6,195,632	(6)	0	I	By: Flagship Ventures Fund IV-Rx, LP ⁽²⁾
Series C Preferred Stock	(7)	12/11/2018		C			5,713,739	(7)	(7)	Common Stock	5,713,739	(7)	0	I	By: Flagship Ventures Fund IV, LP ⁽¹⁾
Series C Preferred Stock	(7)	12/11/2018		C			1,428,432	(7)	(7)	Common Stock	1,428,432	(7)	0	I	By: Flagship Ventures Fund IV-Rx, LP ⁽²⁾
Series D Preferred Stock	(8)	12/11/2018		C			85,989	(8)	(8)	Common Stock	85,989	(8)	0	I	By: Flagship Ventures Fund IV, LP ⁽¹⁾
Series D Preferred Stock	(8)	12/11/2018		C			21,496	(8)	(8)	Common Stock	21,496	(8)	0	I	By: Flagship Ventures Fund IV-Rx, LP ⁽²⁾

1. Name and Address of Reporting Person*

[AFEYAN NOUBAR](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund IV General Partner LLC](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Pioneering Inc.](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship VentureLabs IV, LLC](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund IV, L.P.](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
Flagship Ventures Fund IV-Rx, L.P.		
(Last)	(First)	(Middle)
55 CAMBRIDGE PARKWAY, SUITE 800E		
(Street)		
CAMBRIDGE	MA	02142
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
KANIA EDWIN M JR		
(Last)	(First)	(Middle)
55 CAMBRIDGE PARKWAY, SUITE 800E		
(Street)		
CAMBRIDGE	MA	02142
(City) (State) (Zip)		

Explanation of Responses:

- Shares held by Flagship Ventures Fund IV, L.P. ("Flagship Fund IV"). Flagship Ventures Fund IV General Partner LLC ("Flagship Fund IV GP") is the general partner of Flagship Fund IV. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship Fund IV GP. While Mr. Kania is retired from Flagship Pioneering, Inc. ("Pioneering"), he continues to serve as a manager of Flagship Fund IV GP. Each of the reporting persons except for Flagship Fund IV disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- Shares held by Flagship Ventures Fund IV-Rx, L.P. ("Flagship Fund IV-Rx"). Flagship Fund IV GP is the general partner of Flagship Fund IV-Rx. While Mr. Kania is retired from Pioneering he continues to serve as a manager of the Flagship Fund IV GP. Each of the reporting persons except for Flagship Fund IV-Rx disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- Shares held by Flagship VentureLabs IV LLC ("VentureLabs IV"). Flagship Fund IV is a member of VentureLabs IV and also serves as its manager. Flagship Fund IV GP is the general partner of Flagship Fund IV. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship Fund IV GP. While Mr. Kania is retired from Pioneering he continues to serve as a manager of the Flagship Fund IV GP. Each of the reporting persons except for VentureLabs IV disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- Securities held by Pioneering. Noubar B. Afeyan, Ph.D. is the CEO and a stockholder of Pioneering. Each of the reporting persons except for Pioneering disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- The Series A Preferred Stock converted into shares of the Issuer's common stock, \$0.0001 par value per share ("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.
- 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.
- 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.

Remarks:

[Flagship Pioneering, Inc., By: /s/ Noubar B. Afeyan, Name: Noubar B. Afeyan, Ph.D., Title: Manager](#) [12/13/2018](#)

[Flagship Ventures Fund IV General Partner LLC, By: /s/ Noubar B. Afeyan, Name: Noubar B. Afeyan, Ph.D., Title: Manager](#) [12/13/2018](#)

[Flagship VentureLabs IV LLC, By: Flagship Ventures Fund IV, L.P., its manager, By: Flagship Ventures Fund IV General Partner LLC, its general partner, By: /s/ Noubar B. Afeyan, Name: Noubar B. Afeyan, Ph.D., Title: Manager](#) [12/13/2018](#)

[Flagship Ventures Fund IV, L.P., By: Flagship Ventures Fund IV General Partner LLC, its general partner, By: /s/ Noubar B. Afeyan, Name: Noubar B. Afeyan, Ph.D., Title: Manager](#) [12/13/2018](#)

[Flagship Ventures Fund IV-
Rx, L.P., By: Flagship
Ventures Fund IV General
Partner LLC, its general
partner. By: /s/ Noubar B.
Afeyan, Name: Noubar B.
Afeyan, Ph.D., Title: Manager
/s/ Noubar B. Afeyan, Name:
Noubar B. Afeyan](#) [12/13/2018](#)
[/s/ Edwin M. Kania Jr., Edwin
M. Kania Jr.](#) [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.

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.