

**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): July 30, 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On July 30, 2020, Elizabeth Nabel, M.D. resigned from the Board of Directors of Moderna, Inc. (the “Company”). Dr. Nabel’s decision to resign was not the result of any disagreement with the Company on any matters relating to the Company’s operations, policies or practices.

Item 7.01. Regulation FD Disclosure.

On July 30, 2020, the Company issued a press release announcing Dr. Nabel’s resignation. A copy of this press release is furnished as Exhibit 99.1 to this Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Moderna, Inc. dated July 30, 2020
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.

MODERNA, INC.

Date: July 30, 2020

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

Moderna Announces Resignation of Dr. Elizabeth Nabel from Board of Directors

CAMBRIDGE, Mass.—July 30, 2020 – Moderna, Inc., (Nasdaq: MRNA) a clinical stage biotechnology company pioneering messenger RNA (mRNA) therapeutics and vaccines to create a new generation of transformative medicines for patients, today announced the resignation of Elizabeth (Betsy) Nabel, M.D., from Moderna’s Board of Directors effective today, July 30. Dr. Nabel is President of Brigham and Women’s Hospital, which is participating as one of 89 clinical trial sites in the Phase 3 trial of mRNA-1273, Moderna’s vaccine candidate against COVID-19.

“I would like to sincerely thank Betsy for her five years of service on the Moderna Board. Her experience as a clinician, global healthcare leader and researcher were instrumental in the progress of Moderna’s clinical development,” said Noubar Afeyan, Ph.D., Co-Founder and Chairman of Moderna, and CEO of Flagship Pioneering. “In the context of the start of the 30,000 participant Phase 3 trial for Moderna’s COVID-19 vaccine candidate, and Brigham and Women’s Hospital’s final preparation as a site for enrolling up to 300-500 trial participants, we have accepted Betsy’s resignation out of an abundance of caution to avoid any potential of even apparent conflict of interest on her part or Moderna’s part.”

“It has been a privilege to work with Betsy over the last nine years, first as a member of our Scientific Advisory Board, and over the last five years as a member of our Board. I greatly appreciate her contributions to the Moderna Board,” said Stéphane Bancel, Moderna’s Chief Executive Officer. “Betsy’s extensive experience and insights were critical to the advancement of Moderna’s mRNA platform and helped us get to where we are today. I am grateful for her tenure on the Board, for her counsel and her many contributions.”

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. The company’s platform builds on continuous advances in basic and applied mRNA science, delivery technology and manufacturing, providing Moderna 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 and cardiovascular 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, and 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). Moderna has been named a top biopharmaceutical employer by *Science* for the past five years. To learn more, visit www.modernatx.com.

Moderna Contacts

Media:

Colleen Hussey
Senior Manager, Corporate Communications
203-470-5620
Colleen.Hussey@modernatx.com

Investors:

Lavina Talukdar

Head of Investor Relations

617-209-5834

Lavina.Talukdar@modernatx.com