**SEC Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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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

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**1. Name and Address of Reporting Person**

Zaks Tal Zvi

C/O MODERNA, INC.

200 TECHNOLOGY SQUARE

CAMBRIDGE MA 02139

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**2. Issuer Name and Ticker or Trading Symbol**

Moderna, Inc. [ MRNA ]

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

09/28/2020

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

09/28/2020

**5. Relationship of Reporting Person(s) to Issuer**

X 10% Owner

Chief Medical Officer

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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, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (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>09/28/2020</td>
<td></td>
<td>m(1)</td>
<td>A</td>
<td>7,197 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2020</td>
<td></td>
<td>m(1)</td>
<td>A</td>
<td>10,000 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2020</td>
<td></td>
<td>s(1)</td>
<td>A</td>
<td>7,019 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2020</td>
<td></td>
<td>s(1)</td>
<td>A</td>
<td>10,178 D</td>
<td>D</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>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable (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. 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>$19.15</td>
<td>09/28/2020</td>
<td>m(1)</td>
<td>7,197</td>
<td>03/08/2020</td>
<td>Common Stock 7,197</td>
<td>$0</td>
<td>211,998 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$19.15</td>
<td>09/28/2020</td>
<td>m(1)</td>
<td>10,000</td>
<td>08/10/2026</td>
<td>Common Stock 10,000</td>
<td>$0</td>
<td>114,790 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**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 $69.19 to $70.19. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff 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 $70.21 to $71.21. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

4. This option is fully vested and exercisable.

**Signature of Reporting Person**

/s/ Lori Henderson, as Attorney-in-Fact

09/29/2020

**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.