

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Flagship Ventures Fund IV General Partner LLC</u>  (Last) (First) (Middle) C/O FLAGSHIP PIONEERING, INC. 55 CAMBRIDGE PARKWAY, SUITE 800E  (Street) CAMBRIDGE MA 02142  (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) 05/21/2020	
	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	05/21/2020		S		223,314	D	\$65.7661 <sup>(1)</sup>	22,603,085	I	See Footnote <sup>(2)</sup>
Common Stock	05/21/2020		S		121,771	D	\$67.1504 <sup>(3)</sup>	22,481,314	I	See Footnote <sup>(2)</sup>
Common Stock	05/21/2020		S		39,082	D	\$68.8144 <sup>(4)</sup>	22,442,232	I	See Footnote <sup>(2)</sup>
Common Stock	05/21/2020		S		20,492	D	\$70.4564 <sup>(5)</sup>	22,421,740	I	See Footnote <sup>(2)</sup>
Common Stock	05/21/2020		S		13,408	D	\$71.5141 <sup>(6)</sup>	22,408,332	I	See Footnote <sup>(2)</sup>
Common Stock	05/21/2020		S		1,933	D	\$72.4351 <sup>(7)</sup>	22,406,399	I	See Footnote <sup>(2)</sup>
Common Stock	05/21/2020		S		42,540	D	\$65.7661 <sup>(1)</sup>	6,538,226	I	See Footnote <sup>(8)</sup>
Common Stock	05/21/2020		S		23,199	D	\$67.1504 <sup>(3)</sup>	6,515,027	I	See Footnote <sup>(8)</sup>
Common Stock	05/21/2020		S		7,443	D	\$68.8143 <sup>(4)</sup>	6,507,584	I	See Footnote <sup>(8)</sup>
Common Stock	05/21/2020		S		3,900	D	\$70.4564 <sup>(5)</sup>	6,503,684	I	See Footnote <sup>(8)</sup>
Common Stock	05/21/2020		S		2,551	D	\$71.5144 <sup>(6)</sup>	6,501,133	I	See Footnote <sup>(8)</sup>
Common Stock	05/21/2020		S		367	D	\$72.4355 <sup>(7)</sup>	6,500,766	I	See Footnote <sup>(8)</sup>
Common Stock	05/22/2020		S		363,594	D	\$69.4465 <sup>(9)</sup>	22,042,805	I	See Footnote <sup>(2)</sup>
Common Stock	05/22/2020		S		56,406	D	\$70.1761 <sup>(10)</sup>	21,986,399	I	See Footnote <sup>(2)</sup>
Common Stock	05/22/2020		S		69,254	D	\$69.4465 <sup>(9)</sup>	6,431,512	I	See Footnote <sup>(8)</sup>
Common Stock	05/22/2020		S		10,746	D	\$70.1762 <sup>(10)</sup>	6,420,766	I	See Footnote <sup>(8)</sup>
Common Stock								11,460,435	I	See Footnote <sup>(11)</sup>
Common Stock								3,924	I	See Footnote <sup>(12)</sup>

**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								1,389,827	I	See Footnote <sup>(13)</sup>

**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)					

1. Name and Address of Reporting Person\*

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

(Last) (First) (Middle)

C/O FLAGSHIP PIONEERING, INC.

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\*

[AFEYAN NOUBAR](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.435 to \$66.425, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

2. Shares held by Flagship Ventures Fund IV, L.P. ("Flagship Fund IV"). Flagship Ventures Fund IV General Partners LLC ("Flagship Fund IV GP") is the general partner of Flagship Fund IV. Noubar B. Afeyan, Ph.D. is the sole 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.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.00 to \$67.39, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.50 to \$69.08, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.00 to \$70.76, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.00 to \$71.96, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.22 to \$72.77, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
8. 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. Noubar B. Afeyan, Ph.D. is the sole manager of 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.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.10 to \$70.095, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.10 to \$70.39, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
11. 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. is the sole manager of 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.
12. Shares held by Flagship Pioneering, Inc. ("Pioneering"). Noubar B. Afeyan, Ph.D. is the CEO and sole 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.
13. Shares held by Noubar B. Afeyan, Ph.D. Each of the reporting persons except for Noubar B. Afeyan, Ph.D. disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

**Remarks:**

[Flagship Ventures Fund IV  
General Partner LLC, By: /s/  
Noubar B. Afeyan, Ph.D., 05/26/2020  
Name: Noubar B. Afeyan,  
Ph.D., Title: Manager](#)

[Flagship Ventures Fund IV,  
L.P., By: Flagship Ventures  
Fund IV General Partner LLC, 05/26/2020  
By: /s/ Noubar B. Afeyan,  
Ph.D., Title: Manager](#)

[Flagship Ventures Fund IV-  
Rx, L.P., By: Flagship  
Ventures Fund IV General  
Partner LLC, By: /s/ Noubar  
B. Afeyan, Ph.D., Title:  
Manager 05/26/2020](#)

[Noubar B. Afeyan, Ph.D. By:  
/s/ Noubar B. Afeyan, Ph.D. 05/26/2020](#)

\*\* 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.**