
**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): January 17, 2019

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 Number)

200 Technology Square
Cambridge, MA
(Address of registrant's principal executive office)

02139
(Zip code)

(617) 714-6500
(Registrant's telephone number, including area code)

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 203.425)
- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

On January 17, 2019, John Mendlein, President, Corporate and Product Strategy of Moderna, Inc. (the “Company”), informed the Company that he will be leaving the Company effective February 1, 2019 and will be joining Flagship Pioneering as an Executive Partner. Dr. Mendlein previously served as a member of the Company’s Board of Directors from March 2012 until January 2018, when he stepped down from the Board to join the Company’s management team to, among other things, assist with the Company’s preparation for its initial public offering.

Item 7.01. Regulation FD Disclosure.

On January 18, 2019, the Company issued a press release announcing Dr. Mendlein’s departure. 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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Moderna, Inc. dated January 18, 2019

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.

Date: January 18, 2019

MODERNA, INC.

By: /s/ Lori Henderson

Lori Henderson

General Counsel and Corporate Secretary



DR. JOHN MENDLEIN TO TRANSITION TO AN ADVISORY ROLE AT MODERNA AND JOIN FLAGSHIP PIONEERING AS AN EXECUTIVE PARTNER

Cambridge, Mass., January 18, 2019—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 that John Mendlein, Ph.D., President of Corporate and Product Strategy, will be leaving the Company effective February 1, 2019 to join Flagship Pioneering as an Executive Partner. He will be a strategic consultant to Moderna for six months to ensure a smooth transition.

Dr. Mendlein joined Moderna's Board of Directors in 2012 soon after its founding. He joined the Company's Executive Committee in January 2018 where he led the cross-functional team responsible for ensuring the Company's readiness for its initial public offering as well as corporate strategy, partnering, legal and intellectual property. These functions will now be led by other members of the Moderna Executive Committee.

"I appreciate John's many contributions to Moderna over the past seven years, both as a Director and most recently as a member of our management team," said Stéphane Bancel, Chief Executive Officer of Moderna. "John's experience and guidance helped Moderna evolve during the early growth phase of the Company and he was critical to the success of our initial public offering. I am pleased that he will continue to be a strategic advisor and a close partner to Moderna in his new role at Flagship Pioneering. We all wish him continued success."

"I have witnessed incredible scientific and clinical progress at Moderna over the past seven years and continue to be excited about its bright future," said John Mendlein. "I want to thank Noubar Afeyan and Stéphane Bancel for the opportunity to contribute to an amazing organization and vision to make mRNA a vital new category of medicines for patients. I am looking forward to returning to my roots and passion for creating and growing innovative platform companies and bringing forward new approaches to help patients within the Flagship Pioneering ecosystem."

"Creating an entirely new class of medicines takes many innovative leaders, and I am grateful to John for the important roles he has played at Moderna, including serving the Company as a Director by filling one of Flagship's two Board seats for many years as well as more recently playing an integral role in the Company's initial public offering," said Noubar Afeyan, Ph.D., Co-founder and Chairman of Moderna and Flagship Pioneering's Chief Executive Officer. "We're excited that additional Flagship companies will benefit from John's experience, creative thinking and commitment to helping patients. We look forward to him joining our team."

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. Moderna'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, Inc., as well as the Defense Advanced Research Projects Agency (DARPA), an agency of the U.S. Department of Defense; 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 ranked in the top ten of *Science*'s list of top biopharma industry employers for the past four years. To learn more, visit www.modematx.com.

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