

<b>OMB APPROVAL</b>	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Kim Lorence H.</u>  (Last) (First) (Middle) C/O MODERNA, INC. 200 TECHNOLOGY SQUARE  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/07/2018	3. Issuer Name and Ticker or Trading Symbol <u>Moderna, Inc. [ MRNA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,146,869 <sup>(1)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series E Preferred Stock	(2)	(2)	Common Stock 458	(2)	D	
Stock Option (Right to Buy)	(3)	02/23/2026	Common Stock 229,357	10.9	D	
Stock Option (Right to Buy)	(4)	08/10/2026	Common Stock 268,029	19.15	D	
Stock Option (Right to Buy)	(5)	08/10/2026	Common Stock 96,660	19.15	D	
Stock Option (Right to Buy)	(6)	08/10/2026	Common Stock 644,403	19.15	D	
Stock Option (Right to Buy)	(7)	02/23/2027	Common Stock 298,165	12.21	D	
Stock Option (Right to Buy)	(8)	02/28/2028	Common Stock 917,431	14.22	D	
Restricted Stock Units	(9)	05/04/2027	Common Stock 229,357	(9)	D	
Restricted Stock Units	(10)	05/04/2027	Common Stock 229,358	(10)	D	

**Explanation of Responses:**

- Of the 1,146,869 shares reported in this column, (i) 40,954 shares are subject to a restricted stock grant dated August 10, 2016, which vests as follows: 25% of the Shares to vest on the first anniversary of the vest start date of April 9, 2015, and the remainder vests in 12 quarterly installments and (ii) 273,027 shares are subject to a restricted stock grant dated August 10, 2016, which vests as follows: 25% of the Shares to vest on the first anniversary of the vest start date of November 18, 2015, and the remainder vests in 12 quarterly installments.
- Each share of Series E Preferred Stock is convertible into shares of the Issuer's common stock, \$0.0001 par value per share ("Common Stock") based on an applicable conversion ratio of 0.45859. Upon the closing of the Issuer's initial public offering, all shares of Series E Preferred Stock will convert into shares of Common Stock of the Issuer. The Series E Preferred Stock has no expiration date.
- 25% of this option vested and became exercisable on February 23, 2017, with the remainder vesting in 12 equal quarterly installments thereafter.
- This option is fully vested and exercisable.
- 25% of this option vested and became exercisable on April 9, 2016, with the remainder vesting in 12 equal quarterly installments thereafter.
- 25% of this option vested and became exercisable on November 18, 2016, with the remainder vesting in 12 equal quarterly installments thereafter.
- 25% of this option vested and became exercisable on February 22, 2018, with the remainder vesting in 12 equal quarterly installments thereafter.
- 458,715 of the options will vest over 4 years (25% on February 27, 2019, then quarterly for the next 3 years), 229,358 of the options will vest over 5 years (25% on February 27, 2020, then quarterly for the next 3 years), 229,358 of the options will vest over 6 years (25% on February 27, 2021, then quarterly for the next 3 years).
- These restricted stock units ("IPO RSUs") vest upon the consummation of the Issuer's initial public offering, subject to the Reporting Person's continuous employment with the Issuer through such date. The IPO RSUs will be settled on the date which is 360 days following the consummation of the Issuer's initial public offering.

10. These restricted stock units ("Service RSUs") vested 50% on November 18, 2017 and the remaining 50% vested in eight equal quarterly installments thereafter, generally subject to the named executive officer's continuous employment with the Company through each applicable vesting date. The Service RSUs will be settled as soon as practicable following each applicable vesting date (but in no event later than two and a half months following the end of the year in which any Service RSU vesting date occurs); provided, that with respect to Service RSUs that vest prior to the consummation of the Issuer's initial public offering, as well as during the 360 day period following the consummation of the Issuer's initial public offering, such Service RSUs will be settled on the date which is 360 days following the consummation of the Issuer's initial public offering (and at the same time as the IPO RSUs are settled).

**Remarks:**

Exhibit 24.1: Power of Attorney

/s/ Jeffrey Cerio, as Attorney-  
in-Fact                      12/07/2018

\*\* 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 5 (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.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Lori Henderson, Patricia Mets and Jeffrey Cerio, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Moderna, Inc. (the "Company"), (i) Form ID, including any attached documents, to effect the assignment of codes to the undersigned to be used in the transmission of information to the United States Securities and Exchange Commission using the EDGAR System, (ii) Forms 3, 4 and 5, (iii) Schedule 13D, (iv) Schedule 13G and (v) amendments of each thereof, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D, Schedule 13G or any amendments thereto and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorney-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the United States Securities and Exchange Commission as a confirming statement of the authority granted herein. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an executive officer of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of December, 2018.

/s/ Lorence Kim  
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Name: Lorence Kim