

MODERNA, INC.

Reported by
HOGE STEPHEN

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 07/27/21 for the Period Ending 07/23/21

Address	325 BINNEY STREET CAMBRIDGE, MA, 02142
Telephone	6177146500
CIK	0001682852
Symbol	MRNA
SIC Code	2836 - Biological Products, (No Diagnostic Substances)
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN 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 [*] Hoge Stephen (Last) (First) (Middle) C/O MODERNA, INC., 200 TECHNOLOGY SQUARE (Street) CAMBRIDGE, MA 02139 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Moderna, Inc. [MRNA]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President				
			3. Date of Earliest Transaction (MM/DD/YYYY) 7/23/2021									
			4. If Amendment, Date Original Filed (MM/DD/YYYY)					6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	7/23/2021		M ⁽¹⁾		5000	A	\$10.90	1614597	D	
Common Stock	7/23/2021		M ⁽¹⁾		10000	A	.99	1624597	D	
Common Stock	7/23/2021		S ⁽¹⁾		100	D	\$327.96	1624497	D	
Common Stock	7/23/2021		S ⁽¹⁾		400	D	\$329.91 ⁽²⁾	1624097	D	
Common Stock	7/23/2021		S ⁽¹⁾		5900	D	\$330.96 ⁽³⁾	1618197	D	
Common Stock	7/23/2021		S ⁽¹⁾		1333	D	\$332.15 ⁽⁴⁾	1616864	D	
Common Stock	7/23/2021		S ⁽¹⁾		1200	D	\$334.14 ⁽⁵⁾	1615664	D	
Common Stock	7/23/2021		S ⁽¹⁾		800	D	\$335.36 ⁽⁶⁾	1614864	D	
Common Stock	7/23/2021		S ⁽¹⁾		600	D	\$336.81 ⁽⁷⁾	1614264	D	
Common Stock	7/23/2021		S ⁽¹⁾		1333	D	\$338.07 ⁽⁸⁾	1612931	D	
Common Stock	7/23/2021		S ⁽¹⁾		854	D	\$338.90 ⁽⁹⁾	1612077	D	
Common Stock	7/23/2021		S ⁽¹⁾		300	D	\$340.65 ⁽¹⁰⁾	1611777	D	
Common Stock	7/23/2021		S ⁽¹⁾		297	D	\$341.98 ⁽¹¹⁾	1611480	D	
Common Stock	7/23/2021		S ⁽¹⁾		400	D	\$342.76 ⁽¹²⁾	1611080	D	
Common Stock	7/23/2021		S ⁽¹⁾		401	D	\$345.51 ⁽¹³⁾	1610679	D	
Common Stock	7/23/2021		S ⁽¹⁾		400	D	\$346.52 ⁽¹⁴⁾	1610279	D	
Common Stock	7/23/2021		S ⁽¹⁾		474	D	\$347.83 ⁽¹⁵⁾	1609805	D	
Common Stock	7/23/2021		S ⁽¹⁾		208	D	\$348.41 ⁽¹⁶⁾	1609597	D	
Common Stock	7/26/2021		M ⁽¹⁾		5000	A	\$10.90	1614597	D	
Common Stock	7/26/2021		S ⁽¹⁾		5000	D	\$351.99	1609597	D	
Common Stock								4116	I	By Valhalla, LLC
Common Stock								151933	I ⁽¹⁷⁾	By Trust

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$10.90	7/23/2021		M ⁽¹⁾	5000	(18)	2/23/2026	Common Stock	5000	\$0	271972	D	
Stock Option (Right to Buy)	.99	7/23/2021		M ⁽¹⁾	10000	(19)	8/19/2023	Common Stock	10000	\$0	397431	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)					
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$10.90	7/26/2021		M (1)				5000		(18)	2/23/2026	Common Stock	5000	\$0	266972	D	

Explanation of Responses:

- (1) The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted on December 27, 2018, as amended on January 7, 2021.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$329.40 to \$330.35. 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 \$330.75 to \$331.65. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$331.78 to \$332.69. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$333.75 to \$334.74. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$334.83 to \$335.82. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (7) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$336.40 to \$337.29. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (8) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$337.50 to \$338.50. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (9) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$338.59 to \$339.29. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (10) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$340.16 to \$341.25. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (11) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$341.40 to \$342.36. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (12) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$342.48 to \$343.43. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (13) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$344.93 to \$345.93. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (14) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$346.14 to \$346.98. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (15) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$347.20 to \$348.17. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (16) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$348.24 to \$348.58. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- (17) These shares are owned directly by a trust for the benefit of Dr. Hoge's spouse and children, of which his spouse is a trustee. The reporting person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (18) 25% of this option vested and became exercisable on February 23, 2017, with the remainder vesting in 12 equal quarterly installments thereafter.
- (19) This option is fully vested and exercisable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hoge Stephen C/O MODERNA, INC. 200 TECHNOLOGY SQUARE CAMBRIDGE, MA 02139			President	

Signatures

/s/ Brian Sandstrom, as Attorney-in-Fact

7/27/2021

**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.

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