

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2020-11-17** | Period of Report: **2020-11-16**
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REPORTING OWNER

Zaks Tal Zvi

CIK: **1690927**

Type: **4** | Act: **34** | File No.: **001-38753** | Film No.: **201321840**

Mailing Address

*122 BELLEVUE STREET
NEWTON MA 02458*

ISSUER

Moderna, Inc.

CIK: **1682852** | IRS No.: **813467528** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **2836** Biological products, (no diagnostic substances)

Mailing Address

*200 TECHNOLOGY SQUARE
CAMBRIDGE MA 02139*

Business Address

*200 TECHNOLOGY SQUARE
CAMBRIDGE MA 02139
6177146500*

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Zaks Tal Zvi			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) Chief Medical Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2020					
C/O MODERNA, INC., 200 TECHNOLOGY SQUARE			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) CAMBRIDGE, MA 02139								
(City)	(State)	(Zip)						

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	11/16/2020		M	(1)	5,000	A	\$12.21	5,000	D	
Common Stock	11/16/2020		M	(1)	10,000	A	\$19.15	15,000	D	
Common Stock	11/16/2020		S	(1)	700	D	\$94.42 (2)	14,300	D	
Common Stock	11/16/2020		S	(1)	2,895	D	\$95.36 (3)	11,405	D	
Common Stock	11/16/2020		S	(1)	4,179	D	\$96.44 (4)	7,226	D	
Common Stock	11/16/2020		S	(1)	2,623	D	\$97.45 (5)	4,603	D	
Common Stock	11/16/2020		S	(1)	3,003	D	\$98.34 (6)	1,600	D	
Common Stock	11/16/2020		S	(1)	1,600	D	\$99.2 (7)	0	D	

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 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					

										of Shares				
Stock Option (Right to Buy)	\$12.21	11/16/2020		<u>M</u> (1)		5,000	(8)	10/03/2027	Common Stock	5,000	\$ 0	205,824	D	
Stock Option (Right to Buy)	\$19.15	11/16/2020		<u>M</u> (1)		10,000	(9)	08/10/2026	Common Stock	10,000	\$ 0	44,790	D	

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 \$93.81 to \$94.71. 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 \$94.85 to \$95.80. 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 \$95.89 to \$96.89. 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 \$96.91 to \$97.91. 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 \$97.92 to \$98.92. 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 \$98.94 to \$99.58. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
8. 229,358 of the options will vest over 4 years (25% on the first anniversary of the grant date of October 3, 2017, then quarterly for the next 3 years).
137,614 of the options will vest over 5 years (25% on the second anniversary of the grant date of October 3, 2017, then quarterly for the next 3 years).
91,743 of the options will vest over 6 years (25% on the third anniversary of the grant date of October 3, 2017, then quarterly for the next 3 years).
9. This option is fully vested and exercisable.

Signatures

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

** Signature of Reporting Person

11/17/2020

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.