

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2020-05-04** | Period of Report: **2020-05-01**  
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### REPORTING OWNER

**Andres Juan**

CIK: **1760670**

Type: **4** | Act: **34** | File No.: **001-38753** | Film No.: **20845251**

Mailing Address

*C/O MODERNA, INC.*

*200 TECHNOLOGY SQUARE*

*CAMBRIDGE MA 02139*

### ISSUER

**Moderna, Inc.**

CIK: **1682852** | IRS No.: **813467528** | State of Incorporation: **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 <b>Andres Juan</b>			2. Issuer Name and Ticker or Trading Symbol <b>Moderna, Inc. [MRNA]</b>			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)  <b>See remarks</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/01/2020</b>			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		
C/O MODERNA, INC., 200 TECHNOLOGY SQUARE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>CAMBRIDGE, MA 02139</b>								
(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	05/01/2020		M	(1)	25,000	A	\$12.21	25,000	D	
Common Stock	05/01/2020		S	(1)	6,298	D	\$46.91 (2)	18,702	D	
Common Stock	05/01/2020		S	(1)	10,784	D	\$47.82 (3)	7,918	D	
Common Stock	05/01/2020		S	(1)	3,984	D	\$48.87 (4)	3,934	D	
Common Stock	05/01/2020		S	(1)	3,934	D	\$49.69 (5)	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$12.21	05/01/2020		M	(1)	25,000	(6)		08/29/2027	Common Stock	25,000	\$ 0	812,322	D	

**Explanation of Responses:**

1. The reported transaction was effected pursuant to a Rule 10b5-1 trading plan.
2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$46.32 to \$47.30. 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 \$47.33 to \$48.30. 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 \$48.34 to \$49.34. 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 \$49.36 to \$50.28. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
6. 25% of this option vested and became exercisable on August 1, 2018 with the remainder vesting in 12 equal quarterly installments thereafter.

**Remarks:**

Chief Technical Operations and Quality Officer

**Signatures**

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

\*\* Signature of Reporting Person

05/04/2020

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.**