
**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): April 6, 2022

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 No.)

**200 Technology Square
Cambridge, MA**
(Address of principal executive offices)

02139
(Zip code)

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

Not Applicable
(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 230.425)
- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	MRNA	The Nasdaq Stock Market LLC

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.

(b), (c) and (e) On April 11, 2022, Moderna, Inc. (the “Company”) announced that Jorge M. Gomez had been appointed to serve as the Company’s Chief Financial Officer (“CFO”), beginning May 9, 2022. Following the appointment of Mr. Gomez, David Meline will retire as the Company’s CFO effective the same date, but will remain as a consultant to the Company to assist with the transition.

Prior to joining the Company, Mr. Gomez, 54, served as Executive Vice President and CFO of Dentsply Sirona, a public dental equipment manufacturer and dental consumables producer, since August 2019. Before that, since 2006, Mr. Gomez served in roles of increasing responsibility at Cardinal Health, a public, multinational health care services company, most recently as CFO from January 2018 to August 2019.

In connection with his employment with the Company as CFO, and pursuant to the terms of his offer letter, dated April 6, 2022 (the “Offer Letter”), Mr. Gomez will receive an initial annual base salary of \$700,000. Mr. Gomez will also be eligible for an annual cash bonus (commencing with a pro-rated bonus for 2022) with an annual incentive target of 90% of his annual base salary, based upon achievement of certain individual performance goals and/or company performance goals established by the Company. Achievement of the goals will be determined in the sole discretion of the Compensation and Talent Committee of the Board of Directors (the “Compensation Committee”). Mr. Gomez will also be eligible to receive a one-time signing bonus of \$500,000 and a new hire equity award equivalent to a total value of \$4,000,000 (the “Equity Grant”), to be granted in accordance with the Company’s Equity Award Grant Policy, which is described on page 49 of the Company’s Proxy Statement for the 2022 Annual Meeting of Stockholders (the “Proxy Statement”). The Equity Grant is subject to a four-year vesting period. For the Equity Grant, Mr. Gomez will have the ability to select whether to accept the grant: (1) in the form of a non-qualified stock option, (2) 75% in value in the form of a non-qualified stock option and 25% in value in the form of restricted stock units (“RSUs”), or (3) 50% in value in the form of a non-qualified stock option and 50% in value in the form of RSUs. In addition, subject to the Compensation Committee’s approval, Mr. Gomez will be eligible to participate in the Company’s annual equity award program in future years. The target value for this annual equity award will be \$3,000,000 to \$4,000,000, subject to adjustment by the Compensation Committee, based on prior year performance, and pro-rated for the 2023 grant based on his date of hire.

Mr. Gomez will be eligible for reimbursement of relocation expenses and related tax expenses, in accordance with the Company’s policies, in connection with his relocation to the Boston area. He will also be eligible for all other compensation and benefit plans available to the Company’s executive officers, as described in the Proxy Statement. Mr. Gomez will participate in the Company’s Amended and Restated Executive Severance Plan and has entered into an indemnification agreement with the Company, consistent with the form of the existing indemnification agreement entered into between the Company and its executive officers. Mr. Gomez has also entered into an employee confidentiality, assignment, nonsolicitation and noncompetition agreement.

On April 10, 2022, the Company entered into an Executive Retirement and Strategic Consulting Agreement (the “Retirement and Consulting Agreement”) with David Meline, the Company’s current CFO, setting forth the terms of Mr. Meline’s voluntary retirement from the Company on July 8, 2022 (the “Retirement Date”). Until the Retirement Date, Mr. Meline will continue to receive his current base salary and benefits and continue to vest in any outstanding equity, but he will not perform duties other than transitional duties as requested by the Company’s Chief Executive Officer and other members of the Company’s Executive Committee. After the Retirement Date, Mr. Meline will provide consulting services for the Company to July 8, 2024. In return for such services, and subject to Mr. Meline’s agreement to a general release and certain other standard terms and conditions, Mr. Meline will continue to vest, through July 6, 2024, in the unvested portions of (i) his new hire equity award granted on July 6, 2020 and (ii) the options and RSUs awarded in connection with his 2021 annual equity grant issued on February 9, 2021.

The above summaries are qualified in their entirety by reference to the Offer Letter and the Retirement and Consulting Agreement, copies of which will be filed with the Company’s future periodic filings.

Item 7.01 Regulation FD Disclosure.

On April 11, 2022, the Company issued a press release announcing the appointment of Mr. Gomez as CFO and the retirement of Mr. Meline. 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, as amended (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, as amended, 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 by Moderna, Inc. dated April 11, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: April 11, 2022

MODERNA, INC.

By: /s/ Shannon Thyme Klinger
Shannon Thyme Klinger
Chief Legal Officer

Jorge Gomez Joins Moderna as Chief Financial Officer

CAMBRIDGE, Mass.—(ACCESS WIRE)—April 11, 2022— Moderna, Inc., (Nasdaq: MRNA) a biotechnology company pioneering messenger RNA (mRNA) therapeutics and vaccines today announced that Jorge Gomez will join Moderna as Chief Financial Officer, effective Monday, May 9, 2022. He will serve on Moderna's Executive Committee and report to Chief Executive Officer, Stéphane Bancel.

"I am pleased to welcome Jorge to Moderna as our Chief Financial Officer and as a member of the Executive Committee," said Mr. Bancel. "As we grow and scale the company globally, Jorge's experience leading the financial functions of multinational healthcare companies will be an asset to our team. Jorge's passion for sustainability and ESG aligns closely with Moderna's vision to make corporate responsibility a critical part of who we are and what we do. I look forward to working with Jorge as we continue to deliver on our strategic priorities to ultimately impact human health with mRNA medicines."

Mr. Gomez joins Moderna from Dentsply Sirona, Inc. (Nasdaq: XRAY) where he served as Executive Vice President & Chief Financial Officer since August 2019. At Dentsply Sirona, he was responsible for leading the global finance organization, including strategic finance, FP&A, Accounting, Treasury, Tax, Corporate Audit and Investor Relations, and the Information Technology function. In addition, Mr. Gomez was responsible for leading Dentsply Sirona's sustainability and ESG program.

Prior to Dentsply Sirona, Mr. Gomez spent 13 years at Cardinal Health (NYSE: CAH), a Fortune 14 company, where he most recently served as CFO and previously held positions including Medical Segment CFO, Pharmaceutical Segment CFO, Corporate Treasurer and Corporate Controller. Prior to Cardinal Health, Mr. Gomez held positions of progressive financial and business leadership at General Motors, including in New York City, Singapore, Belgium, and Brazil.

"It is a privilege for me to join an organization that is focused on developing transformative medicines to address major public healthcare challenges worldwide," said Mr. Gomez. "I look forward to working with the team on this great mission."

Mr. Gomez received his Master of Business Administration from the University of Hartford and his Bachelor of Science in electrical engineering from the National University of Colombia. Mr. Gomez serves on the Board of Directors for Xylem, Inc. (NYSE: XYL) and for Pear Therapeutics (Nasdaq: PEAR).

David Meline, Moderna's current CFO, has decided to retire and will remain with the Company as a consultant to ensure a smooth transition of the CFO role to Mr. Gomez.

"I am very thankful to David for having decided to come out of retirement in the spring of 2020 to help us get Moderna ready for commercialization in record time. Moderna was an early-stage development, U.S. focused company when David joined us. He goes back into retirement after having helped transform Moderna into a global commercial company. He has built a great team and strong financial business processes. It has been a pleasure to work with him, and I wish him and his wife a wonderful time."

About Moderna

In 10 years since its inception, Moderna has transformed from a research-stage company advancing programs in the field of messenger RNA (mRNA), to an enterprise with a diverse clinical portfolio of vaccines and therapeutics across six modalities, a broad intellectual property portfolio in areas including mRNA and lipid nanoparticle formulation, and an integrated manufacturing plant that allows for both clinical and commercial production at scale. Moderna maintains alliances with a broad range of domestic and overseas government and commercial collaborators. Most recently, Moderna's capabilities have come together to allow the authorized use of one of the earliest and most effective vaccines against the COVID-19 pandemic.

Moderna's mRNA platform builds on continuous advances in basic and applied mRNA science, delivery technology and manufacturing, and has allowed the development of therapeutics and vaccines for infectious diseases, immuno-oncology, rare diseases, cardiovascular diseases, and autoimmune diseases. Moderna has been named a top biopharmaceutical employer by *Science* for the past seven years. To learn more, visit www.modernatx.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including regarding the Company's appointment of Jorge Gomez as Chief Financial Officer and the retirement of current Chief Financial Officer, David Meline. The forward-looking statements in this press release are neither promises nor guarantees, and you should not place undue reliance on these forward-looking statements because they involve known and unknown risks, uncertainties, and other factors, many of which are beyond Moderna's control and which could cause actual results to differ materially from those expressed or implied by these forward-looking statements. These risks, uncertainties, and other factors include those other risks and uncertainties described under the heading "Risk Factors" in Moderna's most recent Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (SEC) and in subsequent filings made by Moderna with the SEC, which are available on the SEC's website at www.sec.gov. Except as required by law, Moderna disclaims any intention or responsibility for updating or revising any forward-looking statements contained in this press release in the event of new information, future developments or otherwise. These forward-looking statements are based on Moderna's current expectations and speak only as of the date hereof.

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