

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Omega Fund V, L.P.</u>  (Last) (First) (Middle) <u>888 BOYLSTON STREET</u> <u>SUITE 1111</u>  (Street) <u>BOSTON</u> <u>MA</u> <u>02199</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Morphic Holding, Inc.</u> [ <u>MORF</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2019</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)  X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	07/01/2019		C		857,470	A	(1)	857,470	D(2)	
Common Stock	07/01/2019		C		1,978,779	A	(3)	2,836,249	D(2)	
Common Stock	07/01/2019		P		133,333	A	\$15	2,969,582	D(2)	

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: 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				
Series A Preferred Stock	(1)	07/01/2019		C			857,470	(1)	(1)	Common Stock	857,470	\$0	0	D <sup>(2)</sup>	
Series B Preferred Stock	(3)	07/01/2019		C			1,978,779	(3)	(3)	Common Stock	1,978,779	\$0	0	D <sup>(2)</sup>	

1. Name and Address of Reporting Person* <u>Omega Fund V, L.P.</u>  (Last) (First) (Middle) <u>888 BOYLSTON STREET</u> <u>SUITE 1111</u>  (Street) <u>BOSTON</u> <u>MA</u> <u>02199</u>  (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>Omega Fund V GP, L.P.</u>  (Last) (First) (Middle) <u>888 BOYLSTON STREET</u> <u>SUITE 1111</u>  (Street) <u>BOSTON</u> <u>MA</u> <u>02199</u>  (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>Omega Fund V GP Manager, Ltd.</u>  (Last) (First) (Middle)   (Street)   (City) (State) (Zip)
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(Last)	(First)	(Middle)
888 BOYLSTON STREET SUITE 1111		
(Street)		
BOSTON	MA	02199
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Lim Richard J.](#)

(Last)	(First)	(Middle)
888 BOYLSTON STREET SUITE 1111		
(Street)		
BOSTON	MA	02199
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Nessi Claudio](#)

(Last)	(First)	(Middle)
888 BOYLSTON STREET SUITE 1111		
(Street)		
BOSTON	MA	02199
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Paster Anne-Mari](#)

(Last)	(First)	(Middle)
888 BOYLSTON STREET SUITE 1111		
(Street)		
BOSTON	MA	02199
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Stampacchia Otello](#)

(Last)	(First)	(Middle)
888 BOYLSTON STREET SUITE 1111		
(Street)		
BOSTON	MA	02199
(City)	(State)	(Zip)

Explanation of Responses:

1. Each share of the issuer's Series A Preferred Stock automatically converted into one share of the issuer's Common Stock on July 1, 2019 in connection with the closing of the issuer's sale of its Common Stock in its firm commitment initial public offering (the "IPO") pursuant to a registration statement on Form S-1 (File No. 333-231837) under the Securities Act of 1933, as amended (the "Registration Statement"), and had no expiration date.
2. Otello Stampacchia, a director of the issuer, Richard J. Lim, Claudio Nessi and Anne-Mari Paster are the directors of Omega Fund V GP Manager, Ltd. ("Omega Manager"), which is the sole general partner of Omega Fund GP, L.P. ("Omega GP"), which is the sole general partner of Omega Fund V, L.P. ("Omega L.P."). Such individuals may be deemed to share voting and dispositive power over the shares held by Omega L.P. Such individuals, together with Omega GP and Omega Manager, disclaim beneficial ownership of the shares held by Omega L.P. except to the extent of their respective pecuniary interest therein.
3. Each share of the issuer's Series B Preferred Stock automatically converted into one share of the issuer's Common Stock on July 1, 2019 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.By Omega Fund V, L.P., by Omega Fund GP, L.P., its general partner, by Omega Fund V GP Manager, Ltd., its general partner, /s/ Anne-Mari Paster, Director

By Omega Fund V, L.P., by  
Omega Fund GP, L.P., its  
general partner, by Omega Fund  
V GP Manager, Ltd., its general  
partner, /s/ Anne-Mari Paster,  
Director

07/01/2019

By Omega Fund GP, L.P., by  
Omega Fund V GP Manager,

07/01/2019

<u>Ltd., its general partner, /s/ Anne-Mari Paster, Director</u>	
<u>By Omega Fund V GP Manager, Ltd., /s/ Anne-Mari Paster, Director</u>	<u>07/01/2019</u>
<u>/s/ Anne-Mari Paster, attorney-in-fact for Richard J. Lim</u>	<u>07/01/2019</u>
<u>/s/ Claudio Nessi</u>	<u>07/01/2019</u>
<u>/s/ Anne-Mari Paster</u>	<u>07/01/2019</u>
<u>/s/ Anne-Mari Paster, attorney-in-fact for Otello Stampacchia</u>	<u>07/01/2019</u>
** 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.

**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.**