

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Omega Fund V, L.P.</u> (Last) (First) (Middle) 888 BOYLSTON STREET SUITE 1111 (Street) BOSTON MA 02199 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/26/2019	3. Issuer Name and Ticker or Trading Symbol <u>Morphic Holding, Inc. [MORF]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No securities beneficially held	0	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series A Preferred Stock	(1)	(1)	Common Stock 857,470	(1)	D ⁽²⁾	
Series B Preferred Stock	(3)	(3)	Common Stock 1,978,779	(3)	D ⁽²⁾	

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

1. Name and Address of Reporting Person* <u>Omega Fund V GP Manager, Ltd.</u> (Last) (First) (Middle) 888 BOYLSTON STREET SUITE 1111 (Street)
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(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)
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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 will automatically convert into one share of the issuer's Common Stock immediately upon the closing of the issuer's initial public offering ("IPO") and has no expiration date.
2. Otello Stampacchia, a director of the issuer, Richard 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 will automatically convert into one share of the issuer's Common Stock immediately upon the closing of the issuer's IPO and has 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](#) [06/26/2019](#)

[By Omega Fund GP, L.P., its
general partner, by Omega
Fund V GP Manager, Ltd., its
general partner, /s/ Anne-Mari
Paster, Director](#) [06/26/2019](#)

[By Omega Fund V GP](#) [06/26/2019](#)

Manager, Ltd., its general partner, /s/ Anne-Mari Paster, Director

/s/ Anne-Mari Paster, attorney-in-fact for Richard J. Lim 06/26/2019

/s/ Claudio Nessi 06/26/2019

/s/ Anne-Mari Paster 06/26/2019

/s/ Anne-Mari Paster, attorney-in-fact for Otello Stampacchia 06/26/2019

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that each of the undersigned hereby constitutes and appoints each other undersigned, such person's true and lawful attorney-in-fact, to:

- (1) execute for and on behalf of each of such person Forms 3, 4, and 5 and Schedules 13D or 13G, as appropriate, and any required amendments thereto (collectively, the "Repo11s"), with respect to their current or future beneficial ownership of securities of any public company, in accordance with Section 13(d) and/or Section 16(a) of the Securities Exchange Act of 1934, as amended, and the respective rules (including Rule 13d-1) promulgated thereunder;
- (2) do and perform any and all acts for and on behalf of such person which may be necessary or desirable to complete and execute any such Report and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of an attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, such person, it being understood that the documents executed by an attorney-in-fact on behalf of such person pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Each of the undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. Each of the undersigned hereby ratifies and confirms each Report that has been signed by any other undersigned prior to the date hereof. Each of the undersigned acknowledges that each foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d) or Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned are no longer required to file Reports with respect to the undersigned's current or future holdings of and transactions in securities issued by any public company, unless earlier revoked by the undersigned in a signed writing delivered to each foregoing attorney-in-fact.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of dates set forth opposite their names.

Dated: 7/18/18

/s/Otello Stampacchia

Otello Stampacchia

Dated: 7/18/18

/s/Richard Lim

Dated: 7/18/18

/s/Anne-Mari Paster

Anne-Mari Paster