

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Omega Fund V, L.P.</u> <hr/> (Last) (First) (Middle) 888 BOYLSTON STREET, SUITE 1111 <hr/> (Street) BOSTON MA 02199 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Morphic Holding, Inc. [ MORF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/19/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/19/2021		s <sup>(1)</sup>		2,919	D	\$61.92 <sup>(1)(2)</sup>	2,448,452	D <sup>(9)</sup>	
Common Stock	03/19/2021		s <sup>(1)</sup>		5,026	D	\$63.01 <sup>(1)(3)</sup>	2,443,426	D <sup>(9)</sup>	
Common Stock	03/19/2021		s <sup>(1)</sup>		5,836	D	\$64 <sup>(1)(4)</sup>	2,437,590	D <sup>(9)</sup>	
Common Stock	03/19/2021		s <sup>(1)</sup>		2,848	D	\$64.69 <sup>(1)(5)</sup>	2,434,742	D <sup>(9)</sup>	
Common Stock	03/22/2021		s <sup>(1)</sup>		1,751	D	\$63.98 <sup>(1)(6)</sup>	2,432,991	D <sup>(9)</sup>	
Common Stock	03/22/2021		s <sup>(1)</sup>		5,996	D	\$64.99 <sup>(1)(7)</sup>	2,426,995	D <sup>(9)</sup>	
Common Stock	03/22/2021		s <sup>(1)</sup>		1,406	D	\$65.51 <sup>(1)(8)</sup>	2,425,589	D <sup>(9)</sup>	

**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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Omega Fund V, L.P.  


---

 (Last) (First) (Middle)  
 888 BOYLSTON STREET, SUITE 1111  


---

 (Street)  
 BOSTON MA 02199  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Omega Fund V GP, L.P.  


---

 (Last) (First) (Middle)  
 888 BOYLSTON STREET, SUITE 1111  


---

 (Street)  
 BOSTON MA 02199  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Omega Fund V GP Manager, Ltd.](#)

(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. Shares were sold pursuant to a Rule 10b5-1 trading plan.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.48 to \$62.45 inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.49 to \$63.43 inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.50 to \$64.48 inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.50 to \$65.00 inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.37 to \$64.35 inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.45 to \$65.40 inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.48 to \$65.63 inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
9. (9) The reported securities are held directly by Omega Fund V, L.P. ("Omega V"). The reported securities may be deemed to be beneficially owned by each of Omega Fund V GP, L.P. ("Omega V GP"), as the general partner of Omega V, and Omega Fund V GP Manager, Ltd. ("Omega V GP Manager"), as the general partner of Omega V GP. Otello Stampacchia, Anne-Mari Paster and Claudio Nessi (the "Omega Directors") are all the shareholders and directors of Omega V GP Manager and have shared voting and investment power over the shares held by Omega V. Each of Omega V GP, Omega Fund V GP Manager and the Omega Directors disclaims beneficial ownership of the securities reported herein, except to the extent of its or their pecuniary interest therein, if any. Otello Stampacchia is a director of the issuer.

**Remarks:**

[/s/ Anne-Mari Paster, as an  
authorized signatory of each  
Reporting Person](#) [03/23/2021](#)

\*\* 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.