
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2 (b)

(Amendment No. 2)

Morphic Holding, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

61775R105
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

1	NAME OF REPORTING PERSONS	
	Polaris Partners VII, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		1,860,498 (1)
	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		1,860,498 (1)
	8	SHARED DISPOSITIVE POWER
		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,860,498 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	3.7% (2)	
12	TYPE OF REPORTING PERSON	
	PN	

- (1) All such are held of record by PP VII (as defined in Item 2(A) of the Original Schedule 13). PMC VII (as defined in Item 2(A) of the Original Schedule 13), the general partner of PP VII, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PMC VII and may each be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) Based on 49,742,966 shares of the Issuer's Common Stock outstanding as of October 31, 2023, as reported on the Issuer's Quarterly Report on Form 10-Q, for the quarter ended September 30, 2023, as filed with the United States Securities and Exchange Commission on November 3, 2023 (the "Form 10-Q").

1	NAME OF REPORTING PERSONS Polaris Entrepreneurs' Fund VII, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 130,153 (1)
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 130,153 (1)
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 130,153 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.3% (2)	
12	TYPE OF REPORTING PERSON PN	

- (1) All such are held of record by PEF VII (as defined in Item 2(A) of the Original Schedule 13). PMC VII, the general partner of PEF VII, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PMC VII and may each be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) Based on 49,742,966 shares of the Issuer's Common Stock outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q.

1	NAME OF REPORTING PERSONS Polaris Management Co. VII, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,990,651 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,990,651 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,990,651 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.0% (2)	
12	TYPE OF REPORTING PERSON OO	

(1) 1,860,498 of such shares are held of record by PP VII and 130,153 of such shares are held of record by PEF VII. PMC VII, the general partner of each of PP VII and PEF VII, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PMC VII and may each be deemed to share voting, investment and dispositive power with respect to these securities.

(2)
Based on 49,742,966 shares of the Issuer's Common Stock outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q.

1	NAME OF REPORTING PERSONS David Barrett	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 145 (1)
	6	SHARED VOTING POWER 1,990,651 (2)
	7	SOLE DISPOSITIVE POWER 145 (1)
	8	SHARED DISPOSITIVE POWER 1,990,651 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,990,796 (1) (2)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.0% (3)	
12	TYPE OF REPORTING PERSON IN	

- (1) All of such shares are held by David Barrett directly.
- (2) 1,860,498 of such shares are held of record by PP VII and 130,153 of such shares are held of record by PEF VII. PMC VII, the general partner of each of PP VII and PEF VII, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PMC VII and may each be deemed to share voting, investment and dispositive power with respect to these securities.
- (3) Based on 49,742,966 shares of the Issuer's Common Stock outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q.

1	NAME OF REPORTING PERSONS Brian Chee	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,990,651 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,990,651 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,990,651 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.0% (2)	
12	TYPE OF REPORTING PERSON IN	

- (1) 1,860,498 of such shares are held of record by PP VII and 130,153 of such shares are held of record by PEF VII. PMC VII, the general partner of each of PP VII and PEF VII, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PMC VII and may each be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) Based on 49,742,966 shares of the Issuer's Common Stock outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q.

1	NAME OF REPORTING PERSONS Amir Nashat	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 39,605 (1)
	6	SHARED VOTING POWER 1,990,651 (2)
	7	SOLE DISPOSITIVE POWER 39,605 (1)
	8	SHARED DISPOSITIVE POWER 1,990,651 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,030,256 (1) (2)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.1% (3)	
12	TYPE OF REPORTING PERSON IN	

- (1) (i) 145 of such shares are held by Amir Nashat directly, and (ii) 39,460 of such shares subject to stock option awards that have been granted to Amir Nashat in his capacity as a director of the Issuer and that are exercisable as of or within 60 days of the filing of this Amendment (as defined in the Introductory Note below). Excludes 12,535 shares subject to stock option awards that have been granted to Amir Nashat in his capacity as a director of the Issuer and that are exercisable as of or within 60 days of the filing of this Amendment.
- (2) 1,860,498 of such shares are held of record by PP VII and 130,153 of such shares are held of record by PEF VII. PMC VII, the general partner of each of PP VII and PEF VII, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PMC VII and may each be deemed to share voting, investment and dispositive power with respect to these securities.
- (3) Based on 49,782,426 shares of the Issuer's Common Stock, calculated as follows (i) 39,460 shares of the Issuer's Common Stock subject to stock option awards that have been granted to Amir Nashat in his capacity as a director of the Issuer and that are exercisable as of or within 60 days of the filing of this Amendment plus (ii) 49,742,966 shares of the Issuer's Common Stock outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q.

1	NAME OF REPORTING PERSONS Bryce Youngren	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 145 (1)
	6	SHARED VOTING POWER 1,990,651 (2)
	7	SOLE DISPOSITIVE POWER 145 (1)
	8	SHARED DISPOSITIVE POWER 1,990,651 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,990,796 (1) (2)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.0% (3)	
12	TYPE OF REPORTING PERSON IN	

- (1) All of such shares are held by Bryce Youngren directly.
- (2) 1,860,498 of such shares are held of record by PP VII and 130,153 of such shares are held of record by PEF VII. PMC VII, the general partner of each of PP VII and PEF VII, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PMC VII and may each be deemed to share voting, investment and dispositive power with respect to these securities.
- (3) Based on 49,742,966 shares of the Issuer's Common Stock outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q.

CUSIP #61775R105

Introductory Note.

This Amendment No. 2 (this “Amendment No. 2”) amends and supplements the Schedule 13G originally filed by the Reporting Persons with the United States Securities and Exchange Commission (the “Commission”), as amended by Amendment No. 1 filed with the Commission on February 11, 2022 (collectively, the “Original Schedule 13G”). Only those items that are hereby reported are amended; all other items reported in the Original Schedule 13G remain unchanged. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment No. 2 have the meanings ascribed to them in the Original Schedule 13G.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons except for Chee is:

c/o Polaris Partners
One Marina Park Drive, 8th Floor
Boston, MA 02210

The address for Chee is:

c/o Polaris Partners
1 Letterman Drive
Building C, Suite 3600
San Francisco, CA 94129

ITEM 4. OWNERSHIP

The approximate percentages of Common Stock reported as beneficially owned by the Reporting Persons are based upon 49,742,966 shares of the Issuer’s Common Stock outstanding as of October 31, 2023, as reported on the Issuer’s Form 10-Q filed with the Commission on November 3, 2023.

The following information with respect to the ownership of the common stock of the Issuer by the Reporting Persons filing this Statement is provided as of December 31, 2023:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

* Except to the extent of their pecuniary interest therein, each Reporting Person disclaims beneficial ownership of such shares of Common Stock, except for the shares, if any, such Reporting Person holds of record.

ITEM5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2024

POLARIS PARTNERS VII, L.P.

By: Polaris Management Co. VII, L.L.C.

By: *

Authorized Signatory

POLARIS ENTREPRENEURS' FUND VII, L.P.

By: Polaris Management Co. VII, L.L.C.

By: *

Authorized Signatory

POLARIS MANAGEMENT CO. VII, L.L.C.

By: *

Authorized Signatory

BRYCE YOUNGREN

By: *

Bryce Youngren

DAVID BARRETT

By: *

David Barrett

BRIAN CHEE

By: *

Brian Chee

AMIR NASHAT

By: *

Amir Nashat

*By: /s/ Lauren Crockett

Name: Lauren Crockett
Attorney-in-Fact

[*This Schedule 13G was executed pursuant to a Power of Attorney. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.]