

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Rogers Bruce</u>  (Last) (First) (Middle) C/O MORPHIC HOLDING, INC. 35 GATEHOUSE DRIVE, A2  (Street) WALTHAM MA 02451  (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)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____  X _____ <b>President</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/13/2023	
	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	01/14/2023		M		5,070	A	(1)	117,970	D	
Common Stock	01/14/2023		S(2)		1,778	D	\$30.6289	116,192	D	

**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
Stock Option (right to buy Common Stock)	\$31.72	01/13/2023		A		89,760		(3)	01/12/2033	Common Stock	89,760	\$0.00	89,760	D	
Restricted Stock Unit	(1)	01/13/2023		A		60,900		(4)	(4)	Common Stock	60,900	\$0.00	60,900	D	
Restricted Stock Unit	(1)	01/14/2023		M		5,070		(5)	(5)	Common Stock	5,070	\$0.00	15,210	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive 1 share of the issuer's Common Stock upon settlement.
- The sales reported on this Form 4 represent shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs. These sales are mandated by the Issuer's election under its equity incentive plans to require the satisfaction of a tax withholding obligation to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.
- The option vests as to 2.0833% of the total shares monthly, beginning February 13, 2023, with 100% of the total shares vested and exercisable on January 13, 2027, subject to the reporting person's provision of service to the issuer on each vesting date.
- The RSUs vest as to 25% of the total shares on each of January 13, 2024, January 13, 2025, January 13, 2026 and January 13, 2027, subject to the reporting person's provision of service to the issuer on each vesting date.
- The RSUs vest as to 25% of the total shares on each of January 14, 2023, January 14, 2024, January 14, 2025 and January 14, 2026, subject to the reporting person's provision of service to the issuer on each vesting date.

**Remarks:**

/s/ Robert Farrell as attorney-in-fact for Bruce Rogers      01/18/2023

\*\* 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.