

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

<p>1. Name and Address of Reporting Person*</p> <p><u>Tipirneni Praveen P.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O MORPHIC HOLDING, INC.</u></p> <p><u>35 GATEHOUSE DRIVE, A2</u></p> <hr/> <p>(Street)</p> <p><u>WALTHAM MA 02451</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Morphic Holding, Inc. [ MORF ]</u></p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p><b>President and CEO</b></p>
	<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>12/21/2020</u></p>	
	<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>

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	12/21/2020		M		200	A	\$4.32	4,013	D	
Common Stock	12/21/2020		S <sup>(1)</sup>		200	D	\$35.01	3,813	D	
Common Stock	12/21/2020		S <sup>(1)</sup>		240	D	\$35.0083 <sup>(2)</sup>	630,548	I	By The Praveen P. Tipirneni Irrevocable Trust of 2019 <sup>(3)</sup>
Common Stock	12/22/2020		S <sup>(1)</sup>		74	D	\$35	630,474	I	By The Praveen P. Tipirneni Irrevocable Trust of 2019 <sup>(3)</sup>
Common Stock	12/22/2020		M		2,268	A	\$4.32	6,081	D	
Common Stock	12/22/2020		S <sup>(1)</sup>		2,268	D	\$35.0486 <sup>(4)</sup>	3,813	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	Amount or Number of Shares				
Stock Option (right to buy Common Stock)	\$4.32	12/21/2020		M			200	(5)	12/14/2028	Common Stock	200	\$0.00	423,985	D	
Stock Option (right to buy Common Stock)	\$4.32	12/22/2020		M			2,268	(5)	12/14/2028	Common Stock	2,268	\$0.00	421,717	D	

Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.01 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- These securities are held of record by Sonali N. Shah, Trustee of The Praveen P. Tipirneni Irrevocable Trust of 2019. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.43 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

5. The option vests as to 2.0833% of the total shares monthly, beginning January 14, 2019, with 100% of the total shares vested and exercisable on December 14, 2022, 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 Praveen P. Tipirneni 12/23/2020

\*\* 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.

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