FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
	OMB Number:	3235-0287								
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- 1	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*  Farrell Robert E Jr							2. Issuer Name and Ticker or Trading Symbol Morphic Holding, Inc. [ MORF ]									of Reporting Pe cable) or (give title		on(s) to Iss 10% Ov Other (s	vner		
(Last) (First) (Middle) C/O MORPHIC HOLDING, INC. 35 GATEHOUSE DRIVE, A2						Date of 2/02/20		iest Trar	nsaction	n (Mon	th/Day/Year)	X	below) below)  SVP Finance and CAO				,				
(Street) WALTHAM MA 02451					_   4.											Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)																		
Table I - Non-Der  1. Title of Security (Instr. 3)  2. Transac Date (Month/Da				tion	2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a		(A) or	5. Am Secur Benef Owner		nt of es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
									Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
Common Stock			02/02/2021				<b>S</b> <sup>(1)</sup>		5,918	D	\$35.	.51(2)	22	2,016		D					
Common Stock 02/02/					2021				<b>S</b> <sup>(1)</sup>		3,683	D	\$36.5	5948(3) 1		,333		D			
Common Stock 02/02/20					2021				<b>S</b> <sup>(1)</sup>		399	D	\$37.1	127 <sup>(4)</sup> 17,		,934		D			
Common Stock 02/03/20					2021				M		15,000	A	\$4	\$4.32		32,934		D			
Common Stock 02/03/20					2021	21			<b>S</b> <sup>(1)</sup>		12,046	D	\$38.0	442(5)	20	20,888		D			
Common Stock 02/03/20					2021	21		<b>S</b> <sup>(1)</sup>		2,954	D	\$38.5	38.5935(6)		17,934		D				
			Table I								sposed of, , converti				wned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any		4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expir	te Exer ation I th/Day		7. Title and Am of Securities Underlying Derivative Sec (Instr. 3 and 4)		D	B. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Ov Fo Dii or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exerc	cisable	Expiration Date	Title	Amo or Num of Shar	ber							
Stock Option (right to buy	\$4.32	02/03/2021			M	15,000		(7)		12/14/2028	Common Stock 15,0		000	\$0.00	95,270		D				

## **Explanation of Responses:**

Common Stock)

- 1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- 2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.01 to \$35.995 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.
- 3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.02 to \$37.00 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.
- 4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.05 to \$37.17 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.51 to \$38.50 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.
- 6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.51 to \$38.81 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.
- 7. 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, Jr.

02/03/2021

\*\* 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.