

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>DeVaul William</u>			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 General Counsel and Secretary		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O MORPHIC HOLDING, INC. 35 GATEHOUSE DRIVE, A2			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WALTHAM MA 02451</u>								
(City) (State) (Zip)								

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	03/15/2021		M		45,973	A	\$4.32	50,179 ⁽¹⁾	D	
Common Stock	03/15/2021		s ⁽²⁾		12,674	D	\$63.8427 ⁽³⁾	37,505	D	
Common Stock	03/15/2021		s ⁽²⁾		5,396	D	\$64.6978 ⁽⁴⁾	32,109	D	
Common Stock	03/15/2021		s ⁽²⁾		7,916	D	\$66.0383 ⁽⁵⁾	24,193	D	
Common Stock	03/15/2021		s ⁽²⁾		15,068	D	\$66.8517 ⁽⁶⁾	9,125	D	
Common Stock	03/15/2021		s ⁽²⁾		3,410	D	\$67.865 ⁽⁷⁾	5,715	D	
Common Stock	03/15/2021		s ⁽²⁾		1,509	D	\$69.0648 ⁽⁸⁾	4,206	D	
Common Stock	03/16/2021		M		14,027	A	\$4.32	18,233	D	
Common Stock	03/16/2021		s ⁽²⁾		9,429	D	\$63.5702 ⁽⁹⁾	8,804	D	
Common Stock	03/16/2021		s ⁽²⁾		3,498	D	\$64.1929 ⁽¹⁰⁾	5,306	D	
Common Stock	03/16/2021		s ⁽²⁾		500	D	\$65.43 ⁽¹¹⁾	4,806	D	
Common Stock	03/16/2021		s ⁽²⁾		600	D	\$68.38	4,206	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	03/15/2021		M			45,973	(12)	12/14/2028	Common Stock	45,973	\$0.00	127,881	D	
Stock Option (right to buy Common Stock)	\$4.32	03/16/2021		M			14,027	(12)	12/14/2028	Common Stock	14,027	\$0.00	113,854	D	

Explanation of Responses:

- Includes 920 shares of Common Stock acquired under the issuer's employee stock purchase plan on February 26, 2021.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.29 to \$64.28 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.29 to \$65.28 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.355 to \$66.34 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 \$66.36 to \$67.34 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.36 to \$68.35 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.

8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.47 to \$69.37 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.

9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.96 to \$63.95 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.

10. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.96 to \$64.93 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.

11. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.72 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.

12. The option vests as to 2.0833% of the total shares monthly, beginning October 30, 2018, with 100% of the total shares vested and exercisable on September 30, 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 William DeVaul 03/17/2021

** 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.

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