

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>Cooper Simon Peter</u> <hr/> (Last) (First) (Middle) <u>C/O MORPHIC HOLDING, INC.</u> <u>35 GATEHOUSE DRIVE A2</u> <hr/> (Street) <u>WALTHAM MA 02451</u> <hr/> (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 CMO
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/18/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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			

**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
Employee Stock Options (right to buy)	\$33.46	03/18/2024		A		170,000		(1)	(1)	Common Stock	170,000	\$0	170,000	D	
Restricted Stock Unit	(2)	03/18/2024		A		14,000		(3)	(3)	Common Stock	14,000	\$0	14,000	D	
Restricted Stock Unit	(2)	03/18/2024		A		7,000		(4)	(4)	Common Stock	7,000	\$0	7,000	D	

**Explanation of Responses:**

- The option vests as to 25% of the total shares on March 18, 2025, and then 2.0833% of the remaining shares shall vest monthly thereafter, subject to the reporting person's provision of service to the issuer on each vesting date.
- Each restricted stock unit ("RSU") represents a contingent right to receive 1 share of the issuer's Common Stock upon settlement.
- The RSUs vest as to 25% of the total shares on each of March 18, 2025, March 18, 2026, March 18, 2027 and March 18, 2028, subject to the reporting person's provision of service to the issuer on each vesting date.
- The RSUs vest as to 50% of the total shares on March 18, 2025 and 50% of the total shares on September 18, 2025, subject to the reporting person's provision of service to the issuer on each vesting date.

/s/ Robert Farrell, as attorney-in-fact for Simon Cooper 03/19/2024

\*\* 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.