

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).

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <u>Nashat Amir</u> (Last) (First) (Middle) <u>C/O POLARIS PARTNERS</u> <u>ONE MARINA PARK DRIVE, 10TH FL.</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02210</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Morphic Holding, Inc. [MORF]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
--	---	---

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	07/01/2019		C		473,276	A	(1)	473,276	I	By Polaris Partners VII, L.P. (2)(3)
Common Stock	07/01/2019		C		1,236,302	A	(4)	1,709,578	I	By Polaris Partners VII, L.P. (2)(3)
Common Stock	07/01/2019		C		344,662	A	(5)	2,054,240	I	By Polaris Partners VII, L.P. (2)(3)
Common Stock	07/01/2019		C		33,108	A	(1)	33,108	I	By Polaris Entrepreneurs' Fund VII, L.P. (6)
Common Stock	07/01/2019		C		86,487	A	(4)	119,595	I	By Polaris Entrepreneurs' Fund VII, L.P. (6)
Common Stock	07/01/2019		C		24,111	A	(5)	143,706	I	By Polaris Entrepreneurs' Fund VII, L.P. (6)
Common Stock	07/01/2019		P		116,827	A	\$15	2,171,067	I	By Polaris Partners VII, L.P. (2)(3)
Common Stock	07/01/2019		P		8,173	A	\$15	151,879	I	By Polaris Entrepreneurs' Fund VII, L.P. (6)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series Seed Preferred Stock	(1)	07/01/2019		C		473,276	(1)	(1)	Common Stock	473,276	\$0	0	I	By Polaris Partners VII, L.P. (2)(3)
Series A Preferred Stock	(4)	07/01/2019		C		1,236,302	(4)	(4)	Common Stock	1,236,302	\$0	0	I	By Polaris Partners VII, L.P. (2)(3)
Series B Preferred Stock	(5)	07/01/2019		C		344,662	(5)	(5)	Common Stock	344,662	\$0	0	I	By Polaris Partners VII, L.P. (2)(3)

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				
Series Seed Preferred Stock	(1)	07/01/2019		C			33,108	(1)	(1)	Common Stock	33,108	\$0	0	I	By Polaris Entrepreneurs' Fund VII, L.P. (6)
Series A Preferred Stock	(4)	07/01/2019		C			86,487	(4)	(4)	Common Stock	86,487	\$0	0	I	By Polaris Entrepreneurs' Fund VII, L.P. (6)
Series B Preferred Stock	(5)	07/01/2019		C			24,111	(5)	(5)	Common Stock	24,111	\$0	0	I	By Polaris Entrepreneurs' Fund VII, L.P. (6)

Explanation of Responses:

- Each share of the issuer's Series Seed Preferred Stock automatically converted into one share of the issuer's Common Stock on July 1, 2019 in connection with the closing of the issuer's sale of its Common Stock in its firm commitment initial public offering (the "IPO") pursuant to a registration statement on Form S-1 (File No. 333-231837) under the Securities Act of 1933, as amended (the "Registration Statement"), and had no expiration date.
- The reportable securities are owned directly by Polaris Partners VII, L.P. ("PP VII"). Polaris Management Co. VII, L.L.C. ("PMC VII") is the general partner of PP VII. The reporting person, a member of the issuer's Board of Directors, is a member of PMC VII. Each of the reporting person, David Barrett ("Barrett"), Brian Chee ("Chee"), Jonathan A. Flint ("Flint"), Terrance G. McGuire ("McGuire") and Bryce Youngren ("Youngren" and, together with the reporting person, Barrett, Chee, Flint, and McGuire, the "Managing Members") are the managing members of PMC VII.
- Each of the Managing Members, in their respective capacities with respect to PMC VII, may be deemed to have shared voting and dispositive power over the shares held by PP VII. Each of PMC VII and the Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- Each share of the issuer's Series A Preferred Stock automatically converted into one share of the issuer's Common Stock on July 1, 2019 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.
- Each share of the issuer's Series B Preferred Stock automatically converted into one share of the issuer's Common Stock on July 1, 2019 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.
- The reportable securities are owned directly by Polaris Entrepreneurs' Fund VII, L.P. ("PEF VII"). PMC VII is the general partner of PEF VII. The reporting person, a member of the issuer's Board of Directors, is a member of PMC VII. Each of the reporting person, Barrett, Chee, Flint, McGuire and Youngren are the managing members of PMC VII. Each of the Managing Members, in their respective capacities with respect to PMC VII, may be deemed to have shared voting and dispositive power over the shares held by PEF VII. Each of PMC VII and the Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

/s/ Robert Farrell as attorney-in-

fact for Amir Nashat

07/01/2019

** 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.