

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

1. Name and Address of Reporting Person* <u>GLAXOSMITHKLINE PLC</u>  (Last) (First) (Middle) <u>980 GREAT WEST ROAD</u>  (Street) <u>BRENTFORD</u> <u>X0</u> <u>TW8 9GS</u> <u>MIDDLESEX</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Morphic Holding, Inc.</u> [ <u>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
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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		1,469,950	A	(2)	1,469,950	I	See Footnote(4)
Common Stock	07/01/2019		C		830,489	A	(3)	2,300,439	I	See Footnote(4)
Common Stock	07/01/2019		P		333,333(1)	A	\$15	2,633,772	I	See Footnote(4)

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 A preferred stock	(2)	07/01/2019		C			1,469,950	(2)	(2)	Common Stock	1,469,950	\$0	0	I	See Footnote(4)
Series B preferred stock	(2)	07/01/2019		C			830,489	(3)	(3)	Common Stock	830,489	\$0	0	I	See Footnote(4)

Explanation of Responses:

1. S.R. One, Limited acquired 333,333 common shares of the Issuer in connection with the Issuer's initial public offering.
2. 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 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..
3. 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 IPO pursuant to the Registration Statement, and had no expiration date.
4. The shares reported herein are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").

/s/ Victoria Whyte 07/02/2019  
\*\* 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.