

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

**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).

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*<br><b>MCDONNELL MICHAEL R</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>BIOGEN INC. [ BIIB ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>EVP, Chief Financial Officer</b>              |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>09/01/2023</b>      |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
| 225 BINNEY STREET  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                   |  |  | Rule 10b5-1(c) Transaction Indication   |  |  |
| (Street)<br><b>CAMBRIDGE MA 02142</b>                                  |         |          |  |  |  | <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. |  |  |
| (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                    | 09/01/2023                           |  | M                              |   | 2,682   | A          | \$0      | 12,829  | D  |   |
| Common Stock                    | 09/01/2023                           |  | F                              |   | 1,372   | D          | \$267.17 | 11,457  | D  |   |
| Common Stock                    | 09/01/2023                           |  | M                              |   | 2,603   | A          | \$0      | 14,060  | D  |   |
| Common Stock                    | 09/01/2023                           |  | F                              |   | 1,332   | D          | \$267.17 | 12,728  | 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 |  | Date Exercisable   | Expiration Date |   |  |  |   |  | Amount or Number of Shares |
| Restricted Stock Unit                      | \$0  | 09/01/2023                           |  | M                              |   | 2,682  | (1)  | 09/01/2023      | Common Stock  | 2,682                                      | \$0  | 0   | D  |                            |
| Restricted Stock Unit                      | \$0  | 09/01/2023                           |  | M                              |   | 2,603  | (2)  | 09/01/2023      | Common Stock  | 2,603                                      | \$0  | 2,763   | D  |                            |
| Restricted Stock Unit                      | \$0  | 09/01/2023                           |  | J <sup>(3)</sup>               |   | 2,763  | (2)  | 09/01/2023      | Common Stock  | 2,763                                      | \$0  | 0   | D  |                            |

**Explanation of Responses:**

- The restricted stock units vested in three (3) equal annual installments commencing one year after the grant date of 09/01/2020.
- The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-third of these RSUs are eligible to vest on each of the first three anniversaries of the grant date. The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the average closing stock price for the 30 calendar days following and including the grant date and 30 calendar days prior to and including such vesting date]).
- This represents the difference between the maximum possible number of shares that were eligible for vesting and the actual number that vested.

/s/ Wendell Taylor, attorney-in-fact for Michael R. McDonnell 09/06/2023

\*\* 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.