

| OMB APPROVAL | |
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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* <u>Kramer Robin</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>BIOGEN INC. [BIIB]</u> | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Accounting Officer</u> | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2023</u> | | 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 | |
| <u>225 BINNEY STREET</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| (Street) | <u>CAMBRIDGE MA</u> | <u>02142</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 | 02/10/2023 | | M | | 833 | A | \$0 | 3,931.7483 | D | |
| Common Stock | 02/10/2023 | | F | | 262 | D | \$286.3 | 3,669.7483 | D | |
| Common Stock | 02/10/2023 | | M | | 228 | A | \$0 | 3,897.7483 | D | |
| Common Stock | 02/10/2023 | | F | | 67 | D | \$286.3 | 3,830.7483 | D | |
| Common Stock | 02/10/2023 | | F ⁽¹⁾ | | 261 | D | \$286.3 | 3,569.7483 | 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 |
| Restricted Stock Unit | \$0 | 02/10/2023 | | M | | | 833 | (2) | 02/10/2025 | Common Stock | 833 | \$0 | 1,667 | D | |
| Restricted Stock Unit | \$0 | 02/10/2023 | | M | | | 228 | (3) | 02/12/2023 | Common Stock | 228 | \$0 | 278 | D | |
| Restricted Stock Unit | \$0 | 02/10/2023 | | J | | | 278 ⁽⁴⁾ | (3) | 02/12/2023 | Common Stock | 278 | \$0 | 0 | D | |

Explanation of Responses:

- Represents shares withheld to satisfy the withholding tax liability due upon vesting of shares, as previously disclosed by reporting person on January 27, 2023.
- The restricted stock units vest in three equal yearly installments beginning on the first anniversary of the grant date of February 10, 2022.
- This award was granted to the reporting person on February 12, 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 30-day average closing stock price ending on the vesting date divided by the 30-day average closing stock price following and including the grant 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 Robin Kramer 02/14/2023

** 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.