

MOMENTA PHARMACEUTICALS INC  
Form 8-K  
June 01, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **June 1, 2006 (May 29, 2006)**

**Momenta Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**000-50797**

(Commission File Number)

**04-3561634**

(IRS Employer Identification No.)

**675 West Kendall Street, Cambridge,  
MA**

(Address of Principal Executive Offices)

**02142**

(Zip Code)

**(617) 491-9700**

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On May 29, 2006, Momenta Pharmaceuticals, Inc., a Delaware corporation (the "Company"), entered into a stock option agreement with Paul D. Goldenheim, M.D., pursuant to which the Company granted Dr. Goldenheim a nonstatutory stock option to purchase shares of the Company's common stock, \$0.0001 par value per share (the "Common Stock"), in connection with his election to the Company's Board of Directors. Dr. Goldenheim's option was granted pursuant to the Company's 2004 Stock Incentive Plan, as amended, under the following terms: (i) an option to purchase 30,000 shares of Common Stock with an exercise price equal to the last reported sale price of the Common Stock on the trading date immediately prior to the date of grant, which was the last sale price on May 26, 2006, or \$13.38 per share; and (ii) quarterly vesting over a three (3) year period, subject to Dr. Goldenheim's continued service as a director of the Company. In addition, unless earlier terminated, such option will terminate on the earlier of ten years from the date of grant and two years after Dr. Goldenheim ceases to serve as a director of the Company. The Company's form of Nonstatutory Stock Option Agreement was filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004. The Company's Non-Employee Director Compensation Summary was filed as Exhibit 10.15 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

**Item 9.01. Financial Statements and Exhibits.**

(d) Form of Nonstatutory Stock Option Agreement for the 2004 Stock Incentive Plan (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, Commission File No. 0-50797) is incorporated herein by reference.

Non-Employee Director Compensation Summary (filed as Exhibit 10.15 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, Commission File No. 0-50797) is incorporated herein by reference.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MOMENTA PHARMACEUTICALS, INC.**

Date: June 1, 2006

By: /s/ Richard P. Shea  
Richard P. Shea  
Chief Financial Officer  
(Principal Financial Officer)

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