

MOMENTA PHARMACEUTICALS INC
Form S-8
February 14, 2008

As filed with the Securities and Exchange Commission on February 14, 2008

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

MOMENTA PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

675 West Kendall Street, Cambridge, MA

(Address of Principal Executive Offices)

04-3561634

(I.R.S. Employer
Identification No.)

02412

(Zip Code)

2004 Stock Incentive Plan, as amended

(Full Title of the Plan)

Craig A. Wheeler

President and Chief Executive Officer

**Momenta Pharmaceuticals, Inc.
675 West Kendall Street
Cambridge, MA 02142**

(Name and Address of Agent For Service)

(617) 491-9700

(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share (including the associated Preferred Stock Purchase Rights)	1,823,491 shares(2)	\$7.655(3)	\$13,958,823.61(3)	\$548.58

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Consists of an additional 1,823,491 shares issuable under the 2004 Stock Incentive Plan, as amended.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Market on February 12, 2008.

STATEMENT OF INCORPORATION BY REFERENCE

Except as otherwise set forth below, this registration statement on Form S-8 incorporates by reference the contents of (i) the registration statement on Form S-8, File No. 333-140760, relating to the Registrant's 2004 Stock Incentive Plan, as amended, and (ii) the registration statement on Form S-8, File No. 333-117173, relating to each of the Registrant's 2002 Stock Incentive Plan, 2004 Stock Incentive Plan and 2004 Employee Stock Purchase Plan.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on the 14th day of February, 2008.

MOMENTA PHARMACEUTICALS, INC.

By: /s/ Craig A. Wheeler
Craig A. Wheeler
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Momenta Pharmaceuticals, Inc., hereby severally constitute and appoint Craig A. Wheeler and Richard P. Shea, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Momenta Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Craig A. Wheeler Craig A. Wheeler	President and Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 14, 2008
/s/ Richard P. Shea Richard P. Shea	Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 14, 2008
Peter Barrett	Director and Chairman of the Board	
/s/ John K. Clarke John K. Clarke	Director	February 14, 2008

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/s/ Alan L. Crane
Alan L. Crane

Director

February 14, 2008

/s/ Marsha H. Fanucci
Marsha H. Fanucci

Director

February 14, 2008

Peter Barton Hutt

Director

Robert S. Langer, Jr.	Director	
/s/ Stephen T. Reeders Stephen T. Reeders	Director	February 14, 2008
/s/ Ram Sasisekharan Ram Sasisekharan	Director	February 14, 2008
Bennett M. Shapiro	Director	
Elizabeth Stoner	Director	

Exhibit Index

Exhibit Number	Description	Filed With This Form S-8	Form	Filing Date With SEC	Exhibit Number	SEC File Number
4.1*	Third Amended and Restated Certificate of Incorporation		S-1	March 11, 2004	3.3	333-113522
4.2*	Certificate of Designations of Series A Junior Participating Preferred Stock, as filed with the Secretary of State of the State of Delaware on November 8, 2005		8-K	November 8, 2005	3.1	000-50797
4.3*	Second Amended and Restated By-laws		S-1	March 11, 2004	3.4	333-113522
4.4*	Rights Agreement, dated as of November 7, 2005, between American Stock Transfer & Trust Company, as Rights Agent, and the Registrant		8-K	November 8, 2005	4.1	000-50797
5	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant	X				
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5)	X				
23.2	Consent of Independent Registered Public Accounting Firm	X				
24	Power of Attorney (included on page 2 of this registration statement)	X				

* Incorporated herein by reference.
