

MOMENTA PHARMACEUTICALS INC
Form SC 13D/A
August 10, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Momenta Pharmaceuticals, Inc.

(Name of Issuer)

COMMON STOCK, Par Value \$.0001 Per Share

(Title of Class of Securities)

60877T100

(CUSIP Number)

Dr. Christian Rehm

Novartis AG

Lichstrasse 35

CH 4056 Basel, Switzerland

+41 61 324 1111

With a copy to:

Derek Stoldt

Kaye Scholer LLP

250 West 55th Street

New York, NY 10019

+1 212 836 8000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 08, 2016

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 60877T100

- | | |
|-----|--|
| 1) | Name of Reporting Persons.
Novartis AG |
| 2) | Check the Appropriate Box if a Member of a Group (See Instructions) |
| | (a) ☐ |
| | (b) ☐ |
| 3) | SEC Use Only |
| 4) | Source of Funds (See Instructions)
AF |
| 5) | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐ |
| 6) | Citizenship or Place of Organization
Switzerland |
| | 7) Sole Voting Power |
| | 8) Shared Voting Power
4,449,946 |
| | 9) Sole Dispositive Power |
| | 10) Shared Dispositive Power
4,449,946 |
| 11) | Aggregate Amount Beneficially Owned by Each Reporting Person
4,449,946 |
| 12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐ |
| 13) | Percent of Class Represented by Amount in Row (11)
6.29% * |
| 14) | Type of Reporting Person (See Instructions)
CO |

* This calculation is based on 70,744,044 shares of Common Stock, par value \$0.0001 per share, outstanding as of July 29, 2016, as reported by the Issuer on its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016 filed by the Issuer with the Securities and Exchange Commission on August 5, 2016.

CUSIP No. 60877T100

- | | | |
|-----|--|---------------------------------------|
| 1) | Name of Reporting Persons.
Novartis Pharma AG | |
| 2) | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | ☐ |
| | (b) | ☐ |
| 3) | SEC Use Only | |
| 4) | Source of Funds (See Instructions)
WC | |
| 5) | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | ☐ |
| 6) | Citizenship or Place of Organization
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| | 7) | Sole Voting Power |
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CO | |

* This calculation is based on 70,744,044 shares of Common Stock, par value \$0.0001 per share, outstanding as of July 29, 2016, as reported by the Issuer on its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016 filed by the Issuer with the Securities and Exchange Commission on August 5, 2016.

This Amendment No. 3 (this Amendment) amends the Schedule 13D initially filed with the Securities and Exchange Commission on August 4, 2006, as previously amended on September 6, 2006, and December 8, 2015 (the Original Schedule 13D) relating to shares of the common stock, par value \$.0001 per share (the Common Stock), of Momenta Pharmaceuticals, Inc., a Delaware corporation (the Issuer). All information reported in the Original Schedule 13D remains in effect except to the extent that it is amended or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment shall have the respective meanings set forth with respect thereto in the Original Schedule 13D.

This Amendment is being filed by the Reporting Persons to report: (i) a decrease in the number and percentage of issued and outstanding shares of Common Stock beneficially owned by the Reporting Persons resulting from the sale of Common Stock of the Issuer by the Investor pursuant to the Sales Plan (as defined in Item 6); and (ii) certain changes in disclosure responsive to Items 4, 5 and 6 and Schedule I of the Original Schedule 13D, as set forth below.

Item 4. Purpose of Transaction.

Item 4 of the Original 13D is hereby amended in its entirety as follows:

On August 8, 2016, the Reporting Persons entered into a Sales Plan (as defined in Item 6 below) pursuant to which the Investor has instructed the sale of the shares of Common Stock of the Issuer which it owns, subject to terms and conditions relating to, among other things, the price of such Common Stock. The term of the Sales Plan ends on January 26, 2017.

Other than as described above, neither of the Reporting Persons have any present plans or proposals which relate to or that would result in any of the actions or transactions described in paragraphs (a) through (j) of Item 4 of the instructions to Schedule 13D. Each Reporting Person reserves the right from time to time to formulate plans or proposals regarding the Issuer or any of its securities and to carry out any of the actions or transactions described in paragraphs (a) through (j) of Item 4 of the instructions to Schedule 13D, to the extent deemed advisable by such Reporting Person.

Item 5. Interest in Securities of the Issuer.

Items 5(a) - (c) of the Original 13D are amended and restated in their entirety to read as follows:

(a) - (b) The Investor is the record holder and beneficial owner of 4,449,946 shares of the Issuer's Common Stock. As a result of the Investor's holdings, Novartis is a beneficial owner of the Securities. Based on publicly available information, the Securities represent approximately 6.29% of the Issuer's outstanding Common Stock and the Reporting Persons have shared power

to vote or direct the vote and shared power to dispose or to direct the disposition of the Securities.

Except as described in this Amendment, neither of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons identified in Schedule I hereto beneficially owns any additional shares of Common Stock.

(c) Pursuant to the Sales Plan, the following transactions in the Issuer's Common Stock were effected by the Investor:

Date	Type of Transaction	Number of Shares	Price Per Share (\$)
August 8, 2016	Sold	95,000	12.23
August 9, 2016	Sold	65,733	12.18
August 10, 2016	Sold	98,000	12.06

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended by adding the following:

On August 8, 2016, the Reporting Persons entered into a 10b5-1 Sales Plan with Novartis International AG (the "Sales Plan"). Under the Sales Plan, beginning on August 8, 2016, and ending on January 26, 2017, Novartis International AG is instructed to sell the shares of Common Stock of the Issuer owned by the Investor, subject to terms and conditions relating to, among other things, the price of such Common Stock.

Item 7. Materials to be Filed as Exhibits.

Exhibit

1 Joint Filing Agreement dated August 10, 2016 by and among the Reporting Persons

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: August 10, 2016

NOVARTIS AG

By: /s/ Christian Rehm
Name: Christian Rehm
Title: Authorized Signatory

By: /s/ Katja Roth Pellanda
Name: Katja Roth Pellanda
Title: Authorized Signatory

NOVARTIS PHARMA AG

By: /s/ Christian Rehm
Name: Christian Rehm
Title: Authorized Signatory

By: /s/ Katja Roth Pellanda
Name: Katja Roth Pellanda
Title: Authorized Signatory

**DIRECTORS AND EXECUTIVE OFFICERS OF
NOVARTIS AG AND NOVARTIS PHARMA AG**

DIRECTORS AND EXECUTIVE OFFICERS OF NOVARTIS AG

The name, function, citizenship and present principal occupation or employment of each of the directors and executive officers of Novartis AG are set forth below. Unless otherwise indicated below, (i) each occupation set forth opposite an individual's name refers to employment with Novartis AG and (ii) the business address of each director and executive officer of Novartis AG is Novartis Campus, Lichstrasse 35, CH-4056, Basel, Switzerland.

Name	Relationship to Novartis AG	Present Principal Occupation	Citizenship
Joseph Jimenez	Member of the Executive Committee; Chief Executive Officer	Member of the Executive Committee; Chief Executive Officer	American
Steven Baert	Member of the Executive Committee; Head of Human Resources	Member of the Executive Committee; Head of Human Resources	Belgian
F. Michael (Mike) Ball	Member of the Executive Committee; CEO, Alcon	Member of the Executive Committee; CEO, Alcon; 6201 South Freeway, Fort Worth, TX 76134, USA	American
James (Jay) Brader, M.D.	Member of the Executive Committee; President, Novartis Institutes for BioMedical Research	Member of the Executive Committee; President, Novartis Institutes for BioMedical Research; 250 Massachusetts Avenue, Cambridge, MA 02139, USA	American
Felix R. Ehrat, Ph.D.	Member of the Executive Committee; Group General Counsel	Member of the Executive Committee; Group General Counsel	Swiss
Richard Francis	Member of the Executive Committee; CEO, Sandoz	Member of the Executive Committee; CEO, Sandoz	British
Paul Hudson	Member of the Executive Committee; CEO, Novartis Pharmaceuticals	Member of the Executive Committee; CEO, Novartis Pharmaceuticals	British

Name	Relationship to Novartis AG	Present Principal Occupation	Citizenship
Harry Kirsch	Member of the Executive Committee; Chief Financial Officer	Member of the Executive Committee; Chief Financial Officer	German
Vasant (Vas) Narasimhan, M.D.	Member of the Executive Committee; Global Head Drug Development and Chief Medical Officer	Member of the Executive Committee; Global Head Drug Development and Chief Medical Officer	American
Bruno Strigini	Member of the Executive Committee; CEO, Novartis Oncology	Member of the Executive Committee; CEO, Novartis Oncology	French
André Wyss	Member of the Executive Committee; President, Novartis Operations, Country President for Switzerland	Member of the Executive Committee; President, Novartis Operations, Country President for Switzerland	Swiss
Joerg Reinhardt, Ph.D.	Chairman of the Board of Directors	Chairman of the Board of Directors	German
Enrico Vanni, Ph.D.	Vice Chairman of the Board of Directors	Independent Consultant	Swiss
Nancy C. Andrews, M.D., Ph.D.	Director	Dean of the Duke University School of Medicine and Vice Chancellor for Academic Affairs at Duke University	American
Dimitri Azar, M.D., MBA	Director	Dean of the College of Medicine and Professor of Ophthalmology, Bioengineering and Pharmacology at the University of Illinois	American
Ton Buechner	Director	CEO and Chairman of the executive board of AkzoNobel	Dutch
Srikant Datar, Ph.D.	Director	Arthur Lowes Dickinson Professor at the Graduate School of Business Administration at Harvard University	American

Name	Relationship to Novartis AG	Present Principal Occupation	Citizenship
Elizabeth (Liz) Doherty	Director	Non-executive director and chairman of the audit committee of Dunelm Group plc; Member of the supervisory board and audit committee of Corbion NV	British
Ann Fudge	Director	Vice Chairman and Senior Independent Director of Unilever NV; Director of Northrop Grumman Corporation	American
Pierre Landolt, Ph.D.	Director	Chairman of the Sandoz Family Foundation	Swiss
Andreas von Planta, Ph.D.	Director	Board member of Helvetia Holding AG; Partner at Lenz & Staehelin	Swiss
Charles L. Sawyers, M.D.	Director	Chair of the Human Oncology and Pathogenesis Program at Memorial Sloan-Kettering Cancer Center; Professor of Medicine and of Cell and Developmental Biology at the Weill Cornell Graduate School of Medical Sciences; Investigator at the Howard Hughes Medical Institute	American
William T. Winters	Director	CEO and a board member of Standard Chartered	British

DIRECTORS AND EXECUTIVE OFFICERS OF NOVARTIS PHARMA AG

The name, function, citizenship and present principal occupation or employment of each of the directors and executive officers of Novartis Pharma AG are set forth below. Unless otherwise indicated below, (i) each occupation set forth opposite an individual's name refers to employment with Novartis Pharma AG and (ii) the business address of each director and executive officer of Novartis Pharma AG is Novartis Campus, Lichstrasse 35, CH-4056, Basel, Switzerland.

Name	Relationship to Novartis Pharma AG	Present Principal Occupation	Citizenship
Joerg Reinhardt, Ph.D.	President of the Board of Directors	Chairman of the Board of Directors of Novartis AG	German
Felix R. Ehrat, Ph.D.	Director	Member of the Novartis AG Executive Committee; General Counsel of Novartis AG	Swiss
Harry Kirsch	Director	Member of the Novartis AG Executive Committee; Chief Financial Officer of Novartis AG	German

EXHIBIT INDEX

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