

MOMENTA PHARMACEUTICALS INC  
Form 8-K  
September 20, 2006

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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## 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): **(September 20, 2006) September 18, 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)

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):

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



**Item 1.01. Entry into a Material Definitive Agreement.**

On September 18, 2006, Momenta Pharmaceuticals, Inc. (the Company ), entered into an amendment (the Consulting Agreement Amendment ) to a consulting agreement dated September 18, 2002, as amended by the September 29, 2003, October 4, 2004 and September 22, 2005 agreements with Peter Barton Hutt, a member of the Company s board of directors, pursuant to which Mr.Hutt will provide consulting services relating to regulatory strategies for drug development and the operation of the Company s business. The term of the Consulting Agreement Amendment is for one year, commencing on September 18, 2006, and may be renewed for additional one-year terms by mutual agreement of the Company and Mr. Hutt. The Consulting Agreement Amendment also includes a representation by Mr. Hutt that he has not been debarred by the Food and Drug Administration and imposes a notice obligation on Mr. Hutt in the event he is debarred.

As compensation under the Consulting Agreement Amendment, the Company s board of directors or compensation committee shall grant to Mr. Hutt a non-statutory stock option (the Option ) to purchase shares of the Company s Common Stock with the following terms: (i) such Option shall be exercisable for that number of shares of the Company s Common Stock having an aggregate value of approximately \$55,000 computed pursuant to the Black Scholes pricing model (it being understood that such calculation shall be rounded down to the nearest whole number of shares); (ii) the exercise price of the Option shall be equal to the closing price of the Company s Common Stock on the NASDAQ Global Market on the date of grant; (iii) the Option shall vest in 12 equal monthly installments, with the first installment vesting one month from the date of grant; and (iv) the Option shall have a three-year duration. The foregoing description of the Consulting Agreement Amendment is qualified in its entirety by the full text of the Consulting Agreement Amendment, a complete copy of which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

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

**(d) Exhibits.**

**Exhibit No. Description**

10.1 Letter Agreement dated September 18, 2006, by and between Momenta Pharmaceuticals, Inc. and Peter Barton Hutt

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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: September 20, 2006

By:

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

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