

MOMENTA PHARMACEUTICALS INC

Form S-8

August 08, 2016

As filed with the Securities and Exchange Commission on August 8, 2016.

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

04-3561634

(State or other jurisdiction of incorporation or organization)

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

675 West Kendall Street

Cambridge, Massachusetts

02142

(Address of Principal Executive Offices) (Zip Code)

Momenta Pharmaceuticals, Inc. 2013 Incentive Award Plan

(Full title of the plan)

Bruce A. Leicher

Momenta Pharmaceuticals, Inc.

675 West Kendall Street

Cambridge, Massachusetts 02142

(Name and address of agent for service)

(617) 491-9700

(Telephone number, including area code, of agent for service)

Copy to:

Peter N. Handrinis

Latham & Watkins LLP

200 Clarendon Street, 27th Floor

Boston, Massachusetts 02116

(617) 948-6000

Edgar Filing: MOMENTA PHARMACEUTICALS INC - Form S-8

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Common stock, par value \$0.0001 per share	4,250,000(2)	\$10.93	\$46,452,500	\$4,678

(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 4,250,000 shares issuable under the Momenta Pharmaceuticals, Inc. 2013 Incentive Award Plan, as amended and restated (the “2013 Plan”).

(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, par value \$0.0001 per share (the “Common Stock”), as reported on The Nasdaq Global Select Market on August 4, 2016.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 4,250,000 shares of the Registrant's Common Stock to be issued under the 2013 Plan, for which Registration Statements on Form S-8 of the Registrant relating to such employee benefit plan are effective.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registration Statements on Form S-8 (File Nos. 333-206112, 333-197582 and 333-190394).

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 August 8, 2016.

MOMENTA
PHARMACEUTICALS, INC.

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

POWER OF ATTORNEY AND SIGNATURES

Each person whose signature appears below hereby constitutes and appoints Craig A. Wheeler, Bruce A. Leicher and Richard P. Shea, and each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary or desirable to be done in connection therewith as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
/s/ Craig A. Wheeler	President, Chief Executive Officer and Director (Principal Executive Officer)	August 8, 2016
Craig A. Wheeler		
/s/ Richard P. Shea	Senior Vice President and Chief Financial Officer (Principal Financial	August 8, 2016
Richard P. Shea		

	and Accounting Officer)	
/s/ James R. Sulat	Chairman of the Board and Director	August 8, 2016
James R. Sulat		
/s/ Marsha H. Fanucci Marsha H. Fanucci	Director	August 8, 2016
/s/ Bruce L. Downey Bruce L. Downey	Director	August 8, 2016
/s/ Georges Gemayel Georges Gemayel	Director	August 8, 2016
/s/ Jose-Carlos Gutierrez-Ramos Jose-Carlos Gutierrez-Ramos	Director	August 8, 2016
/s/ Thomas P. Koestler Thomas P. Koestler	Director	August 8, 2016
/s/ Elizabeth Stoner Elizabeth Stoner	Director	August 8, 2016
/s/ Steven C. Gilman Steven C. Gilman	Director	August 8, 2016

INDEX TO EXHIBITS

Exhibit Number	Description
----------------	-------------

- | | |
|---------|--|
| 4.1(1) | Third Amended and Restated Certificate of Incorporation of the Registrant |
| 4.2(2) | Certificate of Designations of Series A Junior Participating Preferred Stock, dated November 8, 2005 |
| 4.3(3) | Third Amended and Restated By-laws of the Registrant |
| 4.4(4) | Specimen certificate evidencing shares of common stock of the Registrant |
| 4.5(5) | Investor Rights Agreement, dated as of July 25, 2006, by and between Novartis Pharma AG and the Registrant |
| 5.1 | Opinion of Latham & Watkins LLP |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Latham & Watkins LLP (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included on signature page) |
| 99.1(6) | Momenta Pharmaceuticals, Inc. 2013 Incentive Award Plan (as amended and restated) |

(1) Filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-3 filed on April 30, 2013 (File No. 333-188227) and incorporated herein by reference.

(2) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on November 8, 2005 (File No. 000-50797) and incorporated herein by reference.

(3) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on December 15, 2014 (File No. 000-50797) and incorporated herein by reference.

(4) Filed as Exhibit 4.1 to Amendment No. 4 to the Registrant's Registration Statement on Form S-1 filed on June 15, 2004 (File No. 333-113522) and incorporated herein by reference.

(5) Filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed on November 8, 2006 (File No. 000-50797) and incorporated herein by reference.

(6) Filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed on August 5, 2016 (File No. 000-50797) and incorporated herein by reference.