

MOMENTA PHARMACEUTICALS INC
Form S-3MEF
July 21, 2005

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As filed with the Securities and Exchange Commission on July 21, 2005

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-3

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)*

04-3561634

*(I.R.S. Employer
Identification Number)*

**675 West Kendall Street
Cambridge, MA 02142**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Alan L. Crane
Momenta Pharmaceuticals, Inc.
675 West Kendall Street
Cambridge, MA 02142
(617) 491-9700**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**Steven D. Singer, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
Telephone: (617) 526-6000
Telecopy: (617) 526-5000**

Approximate date of commencement of proposed sale to public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-126356

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (1)
Common stock, \$0.0001 par value per share (2)	\$25,000,000 (3)	\$2,943

(1) Calculated pursuant to Rule 457(o) under the Securities Act of 1933.

(2) An indeterminate number of shares of common stock of the registrant as may be sold from time to time by the registrant.

(3) In no event will the aggregate offering price of all securities issued from time to time pursuant to this registration statement exceed \$25,000,000.

EXPLANATORY NOTE

This registration statement is being filed to register an additional \$25,000,000 of shares of our common stock, \$0.0001 par value per share, pursuant to Rule 462(b) of the Securities Act of 1933, as amended. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of our registration statement on Form S-3 (333-126356) which was declared effective on July 14, 2005, including all amendments and exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinions and consents are listed on the Exhibit Index attached to and filed with this registration statement.

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*

Director

July 21, 2005

Ram Sasisekharan

*

Director

July 21, 2005

Bennett M. Shapiro

*

Director

July 21, 2005

Christoph H. Westphal

*

By the signature set forth below, the undersigned, pursuant to the duly authorized powers of attorney filed with the Securities and Exchange Commission, has signed this Registration Statement on behalf of the person indicated.

/s/ RICHARD P. SHEA

Richard P. Shea
(Attorney-in-Fact)

EXHIBIT INDEX

Exhibit Number	Description	Filed With This Form S-3	Incorporated by Reference		
			Form	Filing Date With SEC	Exhibit Number
1.1	The form of equity underwriting agreement will be filed as an exhibit to a Current Report on Form 8-K and incorporated herein by reference.				
4.1	Specimen common stock certificate for shares of common stock, \$.0001 par value, of Momenta Pharmaceuticals, Inc.		S-1/A	June 15, 2004	4.1
4.2	Second Amended and Restated Investors' Rights Agreement, dated February 27, 2004, by and among the Purchasers listed therein, the Founders listed therein and the Registrant; Amendment No. 1 to the Second Amended and Restated Investors' Rights Agreement dated June 10, 2004, by and among the Registrant and the Investors set forth therein.		S-1/A	June 15, 2004	4.3
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.	X			
23.1	Consent of Ernst & Young LLP.	X			
23.2	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).	X			
24.1	Power of Attorney (previously included on the signature page to the Registration Statement on Form S-3 (File No. 333-126356) filed with the Securities and Exchange Commission on July 1, 2005).		S-3	July 1, 2005	24.1

QuickLinks

SIGNATURES

EXHIBIT INDEX