

MOMENTA PHARMACEUTICALS INC
Form 8-K
September 11, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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 11, 2006 (September 7, 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)

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(Former Name or Former Address, if Changed Since Last Report)

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

On September 7, 2006, Momenta Pharmaceuticals, Inc. (the Company) entered into a letter agreement (the Amendment) amending the consulting agreement dated August 16, 2001, as amended by the August 1, 2003, July 12, 2004, March 15, 2005 and November 8, 2005 letter agreements (collectively, the Consulting Agreement), with Ram Sasisekharan, a member of the Company s board of directors. The Amendment extends the term of the Consulting Agreement for an additional one-year period, effective from August 16, 2006 through and including August 15, 2007 (the Renewal Period). The Amendment also includes a representation on behalf of Dr. Sasisekharan that he has not been debarred by the Food and Drug Administration and imposes a notice obligation on Dr. Sasisekharan in the event he is debarred. The Amendment further provides for the inclusion of a provision in the Consulting Agreement requiring prior written consent by a majority of the Company s board of directors before Dr. Sasisekharan performs certain consulting services.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

10.1 Letter Agreement, effective as of September 7, 2006, between Ram Sasisekharan and Momenta Pharmaceuticals, Inc.

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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 11, 2006

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

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EXHIBIT INDEX

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