

MOMENTA PHARMACEUTICALS INC
Form SC 13D/A
December 08, 2015

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

**SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)***

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:

G. Scott Lesmes

Morrison & Foerster LLP

2000 Pennsylvania Avenue NW, Suite 6000

Washington, D.C. 20006

+1 202 887 1500

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

October 30, 2015

(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.

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) <input type="radio"/> |
| | (b) <input type="radio"/> |
| 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) <input type="radio"/> |
| 6) | Citizenship or Place of Organization Switzerland |
| | 7) Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8) Shared Voting Power 4,708,679 |
| | 9) Sole Dispositive Power |
| | 10) Shared Dispositive Power 4,708,679 |
| 11) | Aggregate Amount Beneficially Owned by Each Reporting Person 4,708,679 |
| 12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13) | Percent of Class Represented by Amount in Row (11) 6.82% * |
| 14) | Type of Reporting Person (See Instructions) CO |

* This calculation is based on 68,997,260 shares of Common Stock, par value \$0.0001 per share, outstanding as of October 30, 2015, as reported by the Issuer on its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2015, filed by the Issuer with the Securities and Exchange Commission on November 6, 2015.

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) <input type="radio"/> |
| | (b) <input type="radio"/> |
| 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) <input type="radio"/> |
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| 13) | Percent of Class Represented by Amount in Row (11) 6.82% * |
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* This calculation is based on 68,997,260 shares of Common Stock, par value \$0.0001 per share, outstanding as of October 30, 2015, as reported by the Issuer on its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2015, filed by the Issuer with the Securities and Exchange Commission on November 6, 2015.

This Amendment No. 2 (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 (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 percentage of outstanding Common Stock beneficially owned by the Reporting Persons resulting solely from an increase in the number of Common Stock of the Issuer issued and outstanding; (ii) certain changes in disclosure responsive to Item 2 of the Original Schedule 13D, as set forth below; (iii) certain changes in disclosure responsive to Item 5 of the Original Schedule 13D, as set forth below; and (iv) changes to the executive officers and directors of the Reporting Persons, as set forth in Schedule I hereto.

Item 2. Security and Issuer.

Items 2(a) - (c) and (f) of the Original 13D are amended and restated in their entirety to read as follows:

(a) - (c); (f) Novartis Pharma AG (the Investor) is a corporation organized under the laws of Switzerland and is a wholly-owned subsidiary of Novartis AG. The Investor is principally engaged in the research and development, production and worldwide marketing of pharmaceuticals.

Novartis AG (Novartis) is a corporation organized under the laws of Switzerland and is the publicly owned parent of a multinational group of companies specializing in the research, development, manufacturing and marketing of a broad range of healthcare products, led by innovative pharmaceuticals. Novartis is the 100% owner of the Investor.

Novartis and the Investor are collectively referred to herein as the Reporting Persons.

The name, function, business address, citizenship and present principal occupation of the executive officers and members of the Board of Directors of the Reporting Persons is set forth on Schedule I hereto and incorporated herein by reference.

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) - (c) The Investor is the record holder and beneficial owner of 4,708,679 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 6.82% 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 (i) beneficially owns any additional shares of Common Stock or (ii) has effected any transactions in the shares of Common Stock in the past sixty days.

Item 7. Materials to be Filed as Exhibits.

Exhibit

1 Joint Filing Agreement dated December 8, 2015 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: December 8, 2015

NOVARTIS AG

By: /s/ Felix Eichhorn
Name: Felix Eichhorn
Title: Authorized Signatory

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

NOVARTIS PHARMA AG

By: /s/ Felix Senn
Name: Felix Senn
Title: Authorized Signatory

By: /s/ Jean-Baptiste Emery
Name: Jean-Baptiste Emery
Title: Authorized Signatory

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 |
| Felix R. Ehrat, Ph.D. | Member of the Executive Committee; General Counsel | Member of the Executive Committee; General Counsel | Swiss |
| David Epstein | Member of the Executive Committee; Head of Novartis Pharmaceuticals Division | Member of the Executive Committee; Head of Novartis Pharmaceuticals Division | American |
| Mark C. Fishman, M.D. | Member of the Executive Committee; President of the Novartis Institutes for BioMedical Research | Member of the Executive Committee; President of the Novartis Institutes for BioMedical Research; 250 Massachusetts Avenue, Cambridge, MA 02139, USA | American |
| Richard Francis | Member of the Executive Committee; Head of Sandoz Division | Member of the Executive Committee; Head of Sandoz Division | British |
| Jeff George | Member of the Executive Committee; Head of Alcon Division | Member of the Executive Committee; Head of Alcon Division; 6201 South Freeway, Fort Worth, TX 76134, USA | American |

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| 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 |
| André Wyss | Member of the Executive Committee; Head of Novartis Business Services | Member of the Executive Committee; Global Head of Novartis Business Services | 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 and Vice Chancellor for Academic Affairs of the Duke University School of Medicine | 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 |
| Verena A. Briner, M.D. | Director | Professor of internal medicine at the University of Basel and Chief Medical Officer; Head of the Department of Medicine at the Lucerne Cantonal Hospital | Swiss |
| Srikant Datar, Ph.D. | Director | Arthur Lowes Dickinson Professor at the Graduate School of Business Administration at Harvard University | American |
| Ann Fudge | Director | Member of the Board of Unilever NV | American |
| Pierre Landolt, Ph.D. | Director | Chairman of the Sandoz Family Foundation | Swiss |
| Andreas von Planta, Ph.D. | Director | Partner at Lenz & Staehelin | Swiss |

| Name | Relationship to Novartis AG | Present Principal Occupation | Citizenship |
|--------------------------|--------------------------------|--|-------------|
| 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 | American |
| William T. Winters | Director | Chairman and CEO of Renshaw Bay, an alternative asset management and advisory company based in London | British |

DIRECTORS OF NOVARTIS PHARMA AG

The name, function, citizenship and present principal occupation or employment of each of the directors 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 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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