

MOMENTA PHARMACEUTICALS INC  
Form SC 13G/A  
January 26, 2006

CUSIP No. 60877T 10 1

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1) [1]

Momenta Pharmaceuticals, Inc.

-----  
(Name of Issuer)

Common Stock, \$.0001 par value

-----  
(Title of Class of Securities)

60877T 10 1

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December 31, 2005

Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule  
is Filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

-----  
[1]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 or otherwise  
subject to the liabilities of that section of the Act but shall be subject to  
all other provisions of the Act.

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1) Name of Reporting Person MVM International Life  
I.R.S. Identification Sciences Fund No. 1, L.P.  
No. of Above Person  
(Entities Only)

-----  
2) Check the Appropriate Box (a)

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if a Member of a Group

(b) [ ]

3) SEC Use Only

4) Citizenship or Place  
of Organization

United Kingdom

Number of  
Shares Beneficially  
Owned by Each  
Reporting Person  
With

5) Sole Voting  
Power -0-

6) Shared Voting  
Power 1,610,850 shares  
of Common Stock

7) Sole Disposi-  
tive Power -0-

8) Shared Dis-  
positive Power 1,610,850 shares  
of Common Stock

9) Aggregate Amount Beneficially  
Owned by Each Reporting person 1,610,850 shares  
of Common Stock

10) Check if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares

11) Percent of Class  
Represented by  
Amount in Row (9)

5.3%

12) Type of Reporting  
Person

PN

-2-

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1) Name of Reporting Person  
I.R.S. Identification  
No. of Above Person  
(Entities Only)

MVM Life Science  
Partners LLP

2) Check the Appropriate Box  
if a Member of a Group

(a) [ X ]  
(b) [ ]

3) SEC Use Only

4) Citizenship or Place  
of Organization

United Kingdom

Number of  
Shares Beneficially  
Owned by Each  
Reporting Person  
With

5) Sole Voting  
Power -0-

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6)	Shared Voting Power	8,656 shares of Common Stock
7)	Sole Dispositive Power	-0-
8)	Shared Dispositive Power	8,656 shares of Common Stock
9)	Aggregate Amount Beneficially Owned by Each Reporting person	8,656 shares of Common Stock
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11)	Percent of Class Represented by Amount in Row (9)	less than 0.1%
12)	Type of Reporting Person	00

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Amendment No. 1 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G originally filed with the Securities and Exchange Commission on January 27, 2005 (the "Schedule 13G".) Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended and restated to read in their entirety as follows:

Item 2(a) - Name of Person Filing:

MVM International Life Sciences Fund No. 1, L.P.  
 ("MVM Fund No. 1")  
 MVM Life Science Partners LLP ("MVM")

Item 4 - Ownership.

(a) Amount Beneficially Owned:

MVM Fund No. 1: 1,610,850 shares of Common Stock  
 MVM : 8,656 shares of Common Stock

(b) Percent of Class:

MVM Fund No. 1: 5.3%  
 MVM: less than 0.1%

(c) Number of shares as to which such person has:

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(i) sole power to vote or to direct the vote: -0-

(ii) shared power to vote or to direct the vote:

MVM Fund No. 1: 1,610,850 shares of Common Stock  
MVM: 8,656 shares of Common Stock

(iii) sole power to dispose or to direct the disposition of: -0-

(iv) shared power to dispose or to direct the disposition of:

MVM Fund No. 1: 1,610,850 shares of Common Stock  
MVM: 8,656 shares of Common Stock

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Item 8 - Identification and Classification of Members of the Group:

See Exhibit 2.

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Signature:

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

MVM INTERNATIONAL LIFE SCIENCES FUND NO. 1, L.P.

By /s/ Thomas Casdagli

-----  
Director of Finance

MVM LIFE SCIENCE PARTNERS LLP

By /s/ Thomas Casdagli

-----  
Member

Date: January 17, 2006

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EXHIBIT 1

AGREEMENT OF  
MVM INTERNATIONAL LIFE SCIENCES  
FUND NO. 1, L.P.  
AND MVM LIFE SCIENCE PARTNERS LLP  
PURSUANT TO RULE 13d-1(f)  
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The undersigned hereby agree that the Information Statement on Schedule 13G to which this Agreement is annexed as Exhibit 1 is filed on behalf of each of them in accordance with provisions of 13d-1(f) under the Securities Exchange Act of 1934, as amended.

MVM INTERNATIONAL LIFE SCIENCES FUND NO. 1, L.P.

By /s/ Thomas Casdagli  
-----  
Director of Finance

MVM LIFE SCIENCE PARTNERS LLP

By /s/ Thomas Casdagli  
-----  
Member

Date: January 17, 2006

EXHIBIT 2

Identification and Classification  
of Members of the Group  
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MVM International Life Sciences Fund No. 1, L.P. and MVM Life Science Partners LLP are filing this statement on Schedule 13G as a group.

MVM International Life Sciences Fund No. 1, L.P. is a United Kingdom limited partnership. MVM Life Science Partners LLP is a limited liability partnership organized in the United Kingdom. MVM Life Science Partners LLP is the discretionary investment manager of MVM International Life Sciences Fund No. 1, L.P.

