

MOMENTA PHARMACEUTICALS INC
Form 10-K/A
July 14, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A
Amendment No. 1**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended: **December 31, 2004**

or

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____
Commission file number: **000-50797**

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 No.)

675 West Kendall Street, Cambridge, Massachusetts 02142

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: **(617) 491-9700**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$.0001 par value

(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of voting Common Stock held by non-affiliates of the registrant as of June 30, 2004 was \$71,194,976 based on the last reported sale price of the Common Stock on the Nasdaq Stock Market on that date.

Number of shares outstanding of the registrant's Common Stock as of March 15, 2005: 25,483,245.

Documents incorporated by reference:

Portions of the information required by Part III of Form 10-K will appear in the registrant's definitive Proxy Statement on Schedule 14A for the 2005 Annual Meeting of Stockholders and are hereby incorporated by reference into this report.

EXPLANATORY NOTE

The Company is filing this Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2004, as originally filed with the Securities and Exchange Commission on March 31, 2005, for the sole purpose of revising the portions of two exhibits for which the Company is requesting confidential treatment. This Amendment No. 1 on Form 10-K/A does not change the previously reported financial statements or any of the other disclosure contained in the original Form 10-K. Part IV is also being amended to add new certifications in accordance with Rule 13a-14(a) of the Securities Exchange Act of 1934.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)

The Exhibits listed in the Exhibit Index immediately preceding the Exhibits are filed as a part of this Annual Report on Form 10-K.

EXHIBIT INDEX

Exhibit Number	Description	Form or Schedule	Incorporated by Reference to		
			Exhibit No.	Filing Date with SEC	SEC File Number
3.1	Third Amended and Restated Certificate of Incorporation	S-1	3.3	03/11/2004	333-113522
3.2	Second Amended and Restated By-Laws	S-1	3.4	03/11/2004	333-113522
4.1	Specimen Certificate evidencing shares of common stock	S-1/A	4.1	06/15/2004	333-113522
4.2	Warrant to Purchase Stock, dated December 27, 2002, issued to Silicon Valley Bank; Acknowledgment and Agreement, dated February 25, 2004, by Silicon Valley Bankshares	S-1	4.2	03/11/2004	333-113522
4.3	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 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	4.3	06/15/2004	333-113522
10.1#	Amended and Restated 2002 Stock Incentive Plan	S-1	10.1	03/11/2004	333-113522
10.2#	2004 Stock Incentive Plan	S-1/A	10.2	04/16/2004	333-113522
10.3#	Form of Incentive Stock Option Agreement for 2004 Stock Incentive Plan	10-Q	10.1	08/16/2004	000-50797
10.4#	Form of Nonstatutory Stock Option Agreement for 2004 Stock Incentive Plan	10-Q	10.2	08/16/2004	000-50797
10.5#	2004 Employee Stock Purchase Plan	S-1/A	10.3	04/16/2004	333-113522
10.6	Collaboration and License Agreement, dated November 1, 2003, by and among Biochemie West Indies, N.V., Geneva Pharmaceuticals, Inc. and the Registrant	S-1/A	10.4	05/11/2004	333-113522

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10.7	Amended and Restated Exclusive Patent License Agreement, dated November 1, 2002, by and between the Massachusetts Institute of Technology and the Registrant (the "November 1, 2002 M.I.T. License"); First Amendment to the November 1, 2002 M.I.T. License, dated November 15, 2002, by and between the Massachusetts Institute of Technology and the Registrant; Letter Agreement, dated September 12, 2003, between the Massachusetts Institute of Technology and the Registrant; Letter Agreement, dated October 22, 2003, between the Massachusetts Institute of Technology and the Registrant; Second Amendment to the November 1, 2002 M.I.T. License, dated November 19, 2003, by and between the Massachusetts Institute of Technology and the Registrant; Third Amendment to the November 1, 2002 M.I.T. License, dated April 2, 2004, by and between the Massachusetts Institute of Technology and the Registrant	S-1/A	10.5	05/11/2004	333-113522
10.8	Exclusive Patent License Agreement, dated October 31, 2002, by and between the Massachusetts Institute of Technology and the Registrant (the "October 31, 2002 M.I.T. License"); First Amendment to the October 31, 2002 M.I.T. License, dated November 15, 2002, by and between the Massachusetts Institute of Technology and the Registrant	S-1/A	10.6	05/11/2004	333-113522
10.9	Fourth Amendment to the Amended and Restated Exclusive Patent License Agreement, dated November 1, 2002, by and between Massachusetts Institute of Technology and the Registrant	10-Q	10.3	08/16/2004	000-50797
10.10	Second Amendment to the Exclusive Patent License Agreement, dated October 31, 2002, by and between the Massachusetts Institute of Technology and the Registrant	10-Q	10.4	08/16/2004	000-50797
10.11	License Agreement for Installing Novel Functional Groups for Therapeutics, dated November 20 2002, by and between The Regents of the University of California through the Ernest Orlando Lawrence Berkeley National Laboratory and the Registrant	S-1/A	10.7	05/11/2004	333-113522
10.12	Letter Agreement, dated November 16, 2004, between the Regents of the University of California through the Ernest Orlando Lawrence Berkley National Laboratory and the Registrant	10-K	10.12	03/31/2005	000-50797
*10.13	Letter Agreement, dated February 8, 2005, between the Regents of the University of California through the Ernest Orlando Lawrence Berkley National Laboratory and the Registrant				000-50797

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10.14	Development and Production Agreement for Active Pharmaceutical Ingredient, dated October 10, 2003, by and among Siegfried (USA), Inc., Siegfried Ltd. and the Registrant; Letter Agreement, dated February 14, 2004, by and between Siegfried (USA), Inc., Siegfried Ltd. and the Registrant; Letter Agreement, dated May 17, 2004, by and between Siegfried (USA), Inc., Siegfried Ltd. and the Registrant	S-1/A	10.8	05/21/2004	333-113522
*10.15	Letter Agreement, dated January 26, 2005, between Siegfried (USA), Inc. and Siegfried Ltd. ("Siegfried") and the Registrant				000-50797
10.16	Letter Agreement, dated February 1, 2005 between Siegfried and the Registrant	10-K	10.16	03/31/2005	000-50797
10.17	Letter Agreement, dated February 11, 2005, between Siegfried and the Registrant	10-K	10.17	03/31/2005	000-50797
10.18	Letter of Agreement Amending Development and Production Agreement for Active Pharmaceuticals Ingredient, dated September 29, 2004, by and between Siegfried (USA), Inc., Siegfried Ltd. and the Registrant	10-Q	10.8	11/12/2004	000-50797
10.19#	Employment Agreement, dated March 15, 2002, by and between Alan L. Crane and the Registrant	S-1	10.9	03/11/2004	333-113522
10.20#	Restricted Stock Purchase Agreement, dated June 13, 2001, by and between Alan L. Crane and the Registrant	S-1	10.10	03/11/2004	333-113522
10.21#	Restricted Stock Purchase Agreement, dated March 15, 2002, by and between Alan L. Crane and the Registrant	S-1	10.11	03/11/2004	333-113522
10.22#	First Amended and Restated Employment Agreement, dated April 10, 2002, by and between Ganesh Venkataraman and the Registrant	S-1	10.12	03/11/2004	333-113522
10.23#	Restricted Stock Purchase Agreement, dated June 13, 2001, by and between Ganesh Venkataraman and the Registrant	S-1	10.13	03/11/2004	333-113522
10.24#	Reallocation of Founder Shares Agreement, dated April 10, 2002, by and among Ganesh Venkataraman, Ram Sasisekharan, Robert S. Langer, Jr., Polaris Venture Partners III, L.P. and the Registrant	S-1	10.14	03/11/2004	333-113522
10.25#	Employment Agreement, dated April 10, 2002, by and between Susan Whoriskey and the Registrant	S-1	10.15	03/11/2004	333-113522
10.26#	Restricted Stock Purchase Agreement, dated April 10, 2002, by and between Susan Whoriskey and the Registrant	S-1	10.16	03/11/2004	333-113522

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10.27#	Consulting Agreement, dated July 23, 2001, by and between Robert S. Langer, Jr. and the Registrant; Letter of Extension dated June 23, 2003	S-1	10.17	03/11/2004	333-113522
10.28#	Letter of Extension to Consulting Agreement, dated July 12, 2004, by and between Robert S. Langer and the Registrant	10-Q	10.2	11/12/2004	000-50797
10.29#	Restricted Stock Purchase Agreement, dated June 13, 2001, by and between Robert S. Langer, Jr. and the Registrant	S-1	10.18	03/11/2004	333-113522
10.30#	Consulting Agreement, dated August 16, 2001, by and between Ram Sasisekharan and the Registrant; Letter of Extension dated August 1, 2003	S-1	10.19	03/11/2004	333-113522
10.31#	Letter of Extension to Consulting Agreement, dated July 12, 2004, by and between Ram Sasisekharan and the Registrant	10-Q	10.1	11/12/2004	000-50797
10.32#	Restricted Stock Purchase Agreement, dated June 13, 2001, by and between Ram Sasisekharan and the Registrant	S-1	10.20	03/11/2004	333-113522
10.33#	Consulting Agreement, dated September 18, 2002, by and between Peter Barton Hutt and the Registrant; Letter of Extension dated September 29, 2003	S-1	10.21	03/11/2004	333-113522
10.34#	Amendment to Letter of Extension, dated October 4, 2004, between Peter Barton Hutt and the Registrant	10-Q	10.3	11/12/2004	000-50797
10.35#	Restricted Stock Purchase Agreement, dated June 13, 2001, by and between Peter Barton Hutt and the Registrant	S-1	10.22	03/11/2004	333-113522
10.36	Loan and Security Agreement, dated December 27, 2002, by and between Silicon Valley Bank and the Registrant	S-1	10.23	03/11/2004	333-113522
10.37	First Loan Modification Agreement, dated December 28, 2004, between Silicon Valley Bank and the Registrant	10-K	10.37	03/31/2005	000-50797
10.38	Loan and Security Agreement, dated December 28, 2004, between Silicon Valley Bank and the Registrant	10-K	10.38	03/31/2005	000-50797
10.39	Sublease, dated February 25, 2002, by and between Curis, Inc. and the Registrant	S-1	10.24	03/11/2004	333-113522
10.40	Letter Agreement Amending Sublease, dated August 17, 2004, by and between Curis, Inc., Fresh Pond Research Park Trust and the Registrant	10-Q	10.5	11/12/2004	000-50797
10.41	Commercial Lease Agreement (68 Moulton Street 3rd Floor), dated October 16, 2003, by and between 68 Moulton Street Realty Trust and the Registrant; Extension of Lease dated February 11, 2004	S-1	10.25	03/11/2004	333-113522

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10.42	Extension of Lease (68 Moulton Street 3rd Floor), dated July 13, 2004, by and between 68 Moulton Street Realty Trust and the Registrant	10-Q	10.7	11/12/2004	000-50797
10.43	Commercial Lease Agreement (68 Moulton Street 2nd Floor), dated February 1, 2004, by and between 68 Moulton Street Realty Trust and the Registrant	S-1	10.26	03/11/2004	333-113522
10.44	Extension of Lease (68 Moulton Street 2nd Floor), dated July 13, 2004, by and between 68 Moulton Street Realty Trust and the Registrant	10-Q	10.6	11/12/2004	000-50797
10.45	Sublease Agreement, dated September 14, 2004, by and between Vertex Pharmaceuticals Incorporated and the Registrant	10-Q	10.9	11/12/2004	000-50797
10.46#	Industry Consulting Agreement, October 4, 2004, between Bennett M. Shapiro and the Registrant	10-Q	10.4	11/12/2004	000-50797
10.47	Letter Agreement, dated November 15, 2004, between Joseph E. Tyler and the Registrant	10-K	10.47	03/31/2005	000-50797
10.48#	Executive Officer Compensation Summary	10-K	10.48	03/31/2005	000-50797
10.49#	Non-Employee Director Compensation Summary	10-K	10.49	03/31/2005	000-50797
21.1	List of Subsidiaries	S-1	21.1	03/11/2004	333-113522
*23.1	Consent of Ernst & Young LLP				000-50797
*31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14 or 15d-14, as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002				000-50797
*31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14 or 15d-14, as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002				000-50797
32.1	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002	10-K	32.1	03/31/2005	000-50797
32.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002	10-K	32.2	03/31/2005	000-50797

*
Filed herewith.

Confidential treatment requested as to certain portions, which portions are omitted and filed separately with the Securities Exchange Commission.

Management contract or compensatory plan or arrangement filed as an Exhibit to this report pursuant to Items 15(a) and 15(c) of Form 10-K.

QuickLinks

Documents incorporated by reference

EXPLANATORY NOTE

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

SIGNATURES

EXHIBIT INDEX