

MOMENTA PHARMACEUTICALS INC  
Form 8-K  
June 19, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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): **June 17, 2015**

**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)

**Not applicable**

(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):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. 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 June 17, 2015, Momenta Pharmaceuticals, Inc. ( Momenta ) and Sandoz AG and Sandoz Inc. (together Sandoz ) entered into a letter agreement (the Amendment ) amending the Collaboration and License Agreement, dated November 1, 2003, by and between Momenta and Sandoz (the Agreement ) relating to, among other things, the development and commercialization of Enoxaparin Sodium Injection, a generic version of Lovenox®. As amended, Sandoz 's obligation under the Agreement to pay Momenta a royalty on net sales of Enoxaparin Sodium Injection is replaced, effective as of April 1, 2015, with an obligation to pay 50% of contractually-defined profits on sales of Enoxaparin Sodium Injection.

The foregoing description of the Amendment does not purport to be a complete statement of the parties ' rights under the amended Agreement and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as an exhibit to this report and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amendment, dated as of June 17, 2015, to the Collaboration and License Agreement dated November 1, 2003 by and among Sandoz AG, Sandoz Inc. and Momenta Pharmaceuticals, Inc.

**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: June 19, 2015

By:

/s/ Richard P. Shea

Richard P. Shea

Chief Financial Officer

(Principal Financial Officer)

**EXHIBIT INDEX**

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