MOMENTA PHARMACEUTICALS INC
Form 8-K
January 30, 2019

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): **January 30, 2019**

Momenta Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware	**000-50797**	**04-3561634**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

301 Binney Street, Cambridge, MA	**02142**
(Address of Principal Executive Offices)	(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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 5.03 **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 30, 2019, Momenta Pharmaceuticals, Inc. (the Company) held a Special Meeting of Stockholders (the Special Meeting), at which the Company s stockholders approved an amendment to the Company s Third Amended and Restated Certificate of Incorporation (the Certificate of Incorporation) to increase the number of authorized shares of the Company s common stock from 100,000,000 to 200,000,000.

The Company s board of directors previously approved the amendment to the Certificate of Incorporation and, on January 30, 2019, the Company filed a Certificate of Amendment to the Certificate of Incorporation (the Certificate of Amendment) with the Secretary of State of the State of Delaware.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held the Special Meeting on January 30, 2019. Of the 98,470,296 shares of the Company s common stock entitled to vote, 86,986,299 shares were present in person or by proxy at the Special Meeting. The matters voted on at the Special Meeting and the voting results for each matter were as follows:

1. The stockholders approved the amendment of the Certificate of Incorporation to increase the number of authorized shares of the Company s common stock from 100,000,000 to 200,000,000.

For:	86,080,378
Against:	893,010
Abstain:	12,911
Broker Non-Votes:	0

2. The stockholders approved the adjournment of the Special Meeting, if necessary, to solicit additional proxies if there were not sufficient votes at the time of the Special Meeting to approve the proposal to amend the Certificate of Incorporation.

For:	76,167,201
Against:	10,783,226
Abstain:	35,872
Broker Non-Votes:	0

Item 9.01. **Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit No.	Description
3.1	Certificate of Amendment to Third Amended and Restated Certificate of Incorporation of Momenta Pharmaceuticals, Inc., dated January 30, 2019

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: January 30, 2019

By: /s/ Craig A. Wheeler
Craig A. Wheeler
President and Chief Executive Officer