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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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) **February 14, 2008 (February 14, 2008)**

**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)

(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 2.02. Results of Operations and Financial Condition**

On February 14, 2008, Momenta Pharmaceuticals, Inc., a Delaware corporation, announced its financial results for the quarter and year ended December 31, 2007. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Form 8-K (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following exhibit relating to Item 2.02 shall be deemed to be furnished, and not filed:

99.1. Press Release issued by Momenta Pharmaceuticals, Inc. on February 14, 2008.

**SIGNATURES**

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.**

By: /s/ Richard P. Shea  
Richard P. Shea  
Chief Financial Officer  
(Principal Financial Officer)

Date: February 14, 2008

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Momenta Pharmaceuticals, Inc. on February 14, 2008.

MOMENTA PHARMACEUTICALS, INC.

675 WEST KENDALL STREET  
CAMBRIDGE, MA 02142T: 617.491.9700 F: 617.621.0430  
WWW.MOMENTAPHARMA.COM

**Momenta Pharmaceuticals Reports  
Financial Results for the Fourth Quarter and Year End 2007**

CAMBRIDGE, MA — February 14, 2008 — Momenta Pharmaceuticals, Inc. (Nasdaq: MNTA), a biotechnology company specializing in the characterization and engineering of complex drugs, today reported its financial results for the fourth quarter and year ended December 31, 2007.

For the fourth quarter of 2007, the Company reported a net loss of \$14.3 million, compared to a net loss of \$16.0 million for the same period last year. For the year ended December 31, 2007, the Company reported a net loss of \$68.9 million compared to a net loss of \$51.9 million for the same period last year. At December 31, 2007, the Company had cash, cash equivalents, and marketable securities of \$135.9 million, compared to \$191.3 million at December 31, 2006.

“We believe 2008 has the potential to be a pivotal year for Momenta,” commented Craig A. Wheeler, President and Chief Executive Officer. “The regulatory approval and launch of M-Enoxaparin continues to be our highest priority. During 2008, we look forward to demonstrating progress and reaching milestones for key programs which will increase the value of Momenta’s pipeline beyond M-Enoxaparin, including complex generics, follow-on biologics and novel compounds.”

**Corporate Goals and Events for 2008**

Momenta announced the following corporate goals and events for 2008:

- **Advance the M-Enoxaparin ANDA review toward FDA approval.** The Company is working to address questions raised by the U.S. Food and Drug Administration (FDA) regarding the potential for immunogenicity of the M-Enoxaparin drug product and to identify the additional information that is necessary to obtain approval of the ANDA.
  - **Court of Appeals decision regarding Lovenox®.** The Court of Appeals hearing in the patent litigation between Sanofi-Aventis and Teva/Amphastar regarding the patent covering Lovenox was held in January 2008. The Company anticipates that a written decision could be issued in the second quarter of 2008 potentially upholding the District Court decision rendering the patents unenforceable.
  - **Complete Phase 2a and initiate Phase 2b clinical trials for M118.** M118, the Company’s next-generation anticoagulant, engineered to address unmet needs in the treatment of acute coronary syndromes, is currently in Phase 2a clinical trials for
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patients undergoing elective percutaneous coronary intervention (PCI). Momenta plans to present Phase 2a data and initiate Phase 2b studies in the second half of 2008.

- **Advance M356 development.** M356 is the Company's technology-enabled generic formulation of Copaxone® (glatiramer acetate) for the treatment of multiple sclerosis. The Company has characterized Copaxone and is continuing its work to develop and validate methods for characterizing this complex peptide mixture, as well as to gain insight into the biology of the product. We are also working to define and put in place our regulatory and commercial supply chain strategy for M356.
- **Expanding our follow-on biologics program.** Follow-on biologics represent a significant global commercial opportunity. The Company is adapting its technology and developing new methods to enable the characterization of glycoproteins. We are applying this technology to establishing and controlling the linkages between structural variation and process variation, which will enable us to develop a broad portfolio of follow-on biologics to capture this global opportunity.
- **Progress novel oncology drug candidate into development.** The Company is utilizing its technology to engineer a novel sugar-based oncology drug candidate, which it plans to transition from research to preclinical development in 2008.

#### **Financial Results**

Revenue for the fourth quarter of 2007 was \$10.0 million, compared to \$4.0 million for the same period last year. For the year ended December 31, 2007, revenue was \$21.6 million, compared to \$16.0 million for 2006. The increase in revenue in both periods was a result of increased reimbursable expenses associated with preparing for the potential commercial launch of M-Enoxaparin in the U.S and amortization of the equity premium related to the 2006 collaboration agreement with Sandoz A.G

Research and development expenses for the fourth quarter of 2007 were \$19.6 million, compared to \$13.3 million for the same period last year. For the year ended December 31, 2007, research and development expenses were \$69.9 million, compared to \$46.9 million for 2006. The increase in research and development expenses in both periods was primarily due to increased manufacturing and third-party research costs, headcount-related expenses, including an increase in stock-based compensation, and increased lab and facilities costs.

General and administrative expenses for the fourth quarter of 2007 totaled \$6.3 million, compared with \$9.2 million for the same period last year. For the year ended December 31, 2007, general and administrative expenses were \$28.2 million, compared to \$28.5 million for 2006. The decrease in general and administrative expenses in both periods was primarily due to decreased professional fees and other legal expenses.

#### **Conference Call Information**

Management will host a conference call on Thursday, February 14, 2008 at 10:00 am EST to discuss these results and provide an update on the Company. To access the call, please dial 888-690-2879 (domestic) or 913-312-0941 (international) prior to the scheduled conference call time and provide the access code 2088400. A replay of the call will be

available approximately two hours after the call and will be accessible through February 21, 2008. To access the replay, please dial 888-203-1112 (domestic) or 719-457-0820 (international) and provide the access code 2088400.

A live audio webcast of the call will be available on the "Investors" section of the Company's website, [www.momentapharma.com](http://www.momentapharma.com). Please go to the site at least 15 minutes prior to the call in order to register, download, and install any necessary software. An archived version of the webcast will be posted on the Momenta website approximately two hours after the call and will be available through March 14, 2008.

#### **About Momenta**

Momenta Pharmaceuticals is a biotechnology company specializing in the detailed structural analysis of complex mixture drugs. Momenta is applying its technology to the development of generic versions of complex drug products, as well as to the discovery and development of novel drugs. Momenta was founded in 2001 based on technology initially developed at the Massachusetts Institute of Technology and is headquartered in Cambridge, MA.

To receive additional information about Momenta, please visit the website at [www.momentapharma.com](http://www.momentapharma.com), which does not form a part of this press release.

#### **Forward Looking Statements**

Statements in this press release regarding management's future expectations, beliefs, intentions, goals, strategies, plans or prospects, including statements relating to the Company's revenue, expenses and other results of operations, including the quarter and year ended December 31, 2007, current and future development efforts and commercialization efforts, may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by terminology such as "anticipate," "believe," "could," "could increase the likelihood," "hope," "target," "project," "goals," "potential," "predict," "might," "estimate," "expect," "intend," "is planned," "may," "should," "will," "will enable," "would be expected," "look forward," "may provide," "would" or similar terms, variations of such terms or the negative of those terms. Such forward-looking statements involve known and unknown risks, uncertainties and other factors referred to in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007 filed with the Securities and Exchange Commission under the section "Risk Factors," as well as other documents that may be filed by Momenta from time to time with the Securities and Exchange Commission. As a result of such risks, uncertainties and factors, the Company's actual results may differ materially from any future results, performance or achievements discussed in or implied by the forward-looking statements contained herein. Momenta is providing the information in this press release as of this date and assumes no obligations to update the information included in this press release or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Our logo, trademarks, and service marks are the property of Momenta Pharmaceuticals, Inc. All other trade names, trademarks, or service marks are property of their respective owners.

**MOMENTA PHARMACEUTICALS, INC.**  
**Unaudited, Condensed Consolidated Balance Sheets**  
(in thousands)

	<u>December 31,</u> <u>2007</u>	<u>December 31,</u> <u>2006</u>
<b>Assets</b>		
Cash and marketable securities	\$ 135,937	\$ 191,265
Restricted cash	1,778	4,685
Other assets	<u>30,583</u>	<u>20,435</u>
Total assets	<u>\$ 168,298</u>	<u>\$ 216,385</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities	\$ 22,412	\$ 12,762
Other liabilities	18,346	21,032
Stockholders' equity	<u>127,540</u>	<u>182,591</u>
Total liabilities and stockholders' equity	<u>\$ 168,298</u>	<u>\$ 216,385</u>

**MOMENTA PHARMACEUTICALS, INC.**  
**Unaudited Condensed Statement of Operations**  
(in thousands, except per share amounts)

	Three Months Ended December 31,		Year Ended December 31,	
	2007	2006	2007	2006
Collaboration revenue	\$ 9,998	\$ 4,038	\$ 21,561	\$ 15,999
Operating expenses:				
Research and development*	19,592	13,316	69,899	46,916
General and administrative*	6,255	9,196	28,219	28,466
Total operating expenses	<u>25,847</u>	<u>22,512</u>	<u>98,118</u>	<u>75,382</u>
Loss from operations	(15,849)	(18,474)	(76,557)	(59,383)
Other income, net	1,559	2,491	7,676	7,470
Net loss	<u>\$ (14,290)</u>	<u>\$ (15,983)</u>	<u>\$ (68,881)</u>	<u>\$ (51,913)</u>
Basic and diluted net loss per share	<u>\$ (0.40)</u>	<u>\$ (0.45)</u>	<u>\$ (1.93)</u>	<u>\$ (1.62)</u>
Shares used in computing basic and diluted net loss per share	<u>35,695</u>	<u>35,518</u>	<u>35,639</u>	<u>32,103</u>

\*Includes stock-based compensation of the following:

Research and development	\$ 1,234	\$ 1,289	\$ 4,792	\$ 4,367
General and administrative	1,815	2,673	7,895	7,035
Total stock-based compensation	<u>\$ 3,049</u>	<u>\$ 3,962</u>	<u>\$ 12,687</u>	<u>\$ 11,402</u>

CONTACT: Momenta Pharmaceuticals, Inc.  
Beverly Holley  
(617) 395-5189

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