

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Manning Anthony M.</u> _____ (Last) (First) (Middle) <u>301 BINNEY ST, 5TH FLOOR</u> _____ (Street) <u>CAMBRIDGE MA 02142</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/05/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>MOMENTA PHARMACEUTICALS INC [ MNTA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>Chief Scientific Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>62,406</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Options (right to buy)</u>	<u>(1)</u>	<u>02/19/2023</u>	<u>Common Stock</u>	<u>28,437</u>	<u>12.58</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(2)</u>	<u>02/18/2024</u>	<u>Common Stock</u>	<u>21,614</u>	<u>17.96</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(3)</u>	<u>02/18/2025</u>	<u>Common Stock</u>	<u>22,172</u>	<u>13.02</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(4)</u>	<u>02/09/2026</u>	<u>Common Stock</u>	<u>12,000</u>	<u>10.83</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(5)</u>	<u>02/07/2027</u>	<u>Common Stock</u>	<u>24,000</u>	<u>18.85</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(6)</u>	<u>(6)</u>	<u>Common Stock</u>	<u>7,500</u>	<u>(8)</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(7)</u>	<u>(7)</u>	<u>Common Stock</u>	<u>50,000</u>	<u>(8)</u>	<u>D</u>

**Explanation of Responses:**

- Subject to the officer's continued service with the company, the stock options will vest with respect to 25% of the shares on the first anniversary of February 19, 2013, and the remainder will vest in equal quarterly installments over the subsequent three years.
- Subject to the officer's continued service with the company, the stock options granted on February 18, 2014 will vest in equal quarterly installments over the four year vesting period.
- Subject to the officer's continued service with the company, the stock options granted on February 18, 2015 will vest in equal quarterly installments over the four year vesting period.
- Subject to the officer's continued service with the company, the stock options will vest with respect to 25% of the shares on the first anniversary of February 9, 2016, and the remainder will vest in equal quarterly installments over the subsequent three years.
- Subject to the officer's continued service with the company, the stock options will vest with respect to 25% of the shares on the first anniversary of February 7, 2017, and the remainder will vest in equal quarterly installments over the subsequent three years.
- Subject to the officer's continued service with the company, the restricted stock units will vest with respect to 25% of the shares on the first anniversary of February 7, 2017, and the remainder will vest in equal quarterly installments over the subsequent three years.
- Subject to the officer's continued service with the company, the restricted stock units will vest with respect to 50% of the shares on the first anniversary of February 12, 2018, and the remaining 50% will vest on the second anniversary of the grant date.
- Each Restricted Stock Unit represents a contingent right to receive one share of MNTA common stock.

/s/ R. Mark Chamberlin as 10/11/2018  
attorney in fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

LIMITED POWER OF ATTORNEY  
FOR SECTION 16 REPORTING OBLIGATIONS

The undersigned hereby makes, constitutes and appoints each of Michelle Robertson, Alejandra Carvajal, and R. Mark Chamberlin, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or an officer of Momenta Pharmaceuticals, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's responsibilities to comply with Section 16 of the Exchange Act in the undersigned's capacity as a director and/or an officer of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of September, 2018.

/s/ Anthony Manning  
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Anthony Manning