
**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): **November 10, 2005 (November 8, 2005)**

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 1.01. Entry into a Material Definitive Agreement.

On November 8, 2005, Momenta Pharmaceuticals, Inc. (the “Company”) entered into a letter agreement (the “Amendment”) amending the consulting agreement dated August 16, 2001, as amended by the August 1, 2003, July 12, 2004 and March 15, 2005 letter agreements (collectively, the “Consulting Agreement”), with Ram Sasisekharan, a member of the Company’s board of directors. The Amendment extends the term of the Consulting Agreement for an additional one-year period, effective from August 16, 2005 through and including August 15, 2006 (the “Renewal Period”). Pursuant to the terms of the Amendment, Mr. Sasisekharan has agreed (i) to provide consulting services relating to the Company’s research and development activities, and (ii) not to perform certain competing consulting services without the consent of the Company’s chief executive officer during the Renewal Period and for one year thereafter. As compensation under the Consulting Agreement, as amended by the Amendment, Mr. Sasisekharan will receive an aggregate of \$150,000 payable in four equal quarterly installments.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Letter Agreement, effective as of November 8, 2005, between Ram Sasisekharan and the Registrant

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: November 10, 2005

By: /s/ Richard P. Shea

Richard P. Shea
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

Exhibit No.	Description
10.1	Letter Agreement, effective as of November 8, 2005, between Ram Sasisekharan and the Registrant

[Momenta Pharmaceuticals, Inc. Letterhead]

October 26, 2005

Ram Sasisekharan, Ph.D.
Massachusetts Institute of Technology
Center for Biomedical Engineering
16-561, 77 Massachusetts Avenue
Cambridge, MA 02139

Re: Consulting Agreement – Renewal

Dear Mr. Sasisekharan:

Reference is made to the Consulting Agreement effective dated August 16, 2001 between Momenta Pharmaceuticals, Inc. (formerly Mimeon, Inc.) (“Company”) and you (“Consultant”), as extended and amended by letter agreements dated August 1, 2003, July 12, 2004, and March 15, 2005 (collectively, the “Agreement”). Capitalized terms used herein and not otherwise defined shall have the meanings given such terms in the Agreement. The parties hereby amend the Agreement as follows:

1. Pursuant to Section 4 of the Agreement, Company and Consultant hereby agree to extend the Term of the Agreement for one additional year, commencing effective as of August 16, 2005 and terminating on August 15, 2006 (the “3rd Renewal Period”).
 2. Section 3.1 of the Agreement is hereby amended by deleting the definition of “Field of Interest” and replacing it with the following: “The term ‘Field of Interest’ shall mean the field of sequencing, chemical, enzymatic or biological synthesis, production or modification of linear and branched sugars and glycoconjugates. Field of Interest shall also include complex mixture-related activities in which Momenta is engaged during the term of the Consulting Agreement.”
 3. Section 8 of the Agreement is hereby amended by deleting the second sentence and replacing it with the following: “In addition, during the 3rd Renewal Period and for a period of one (1) year thereafter, Consultant shall not, without the prior written consent of the Chief Executive Officer of Momenta, which shall not be unreasonably withheld, perform consulting services in the Field of Interest for or on behalf of any business enterprise.”
 4. Consultant hereby represents that Consultant has not been debarred, and to the best of Consultant’s knowledge, is not under consideration to be debarred, by the Food and Drug Administration from working in or providing services to any pharmaceutical or biotechnology company under the Generic Enforcement Act of 1992.
 5. Except as otherwise agreed to in this Letter Agreement, the same terms and conditions as are set forth in the Agreement, including without limitation those governing compensation, shall remain in full force and effect during the 3rd Renewal Period.
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If the foregoing is in conformity with your understanding, please sign both copies of this letter agreement and return to us for counter-signature, attention Lisa Carron Shmerling, Deputy General Counsel. This letter agreement shall be deemed to be binding and effective, upon the terms specified herein, as of the date of the final signature below.

Very truly yours,

MOMENTA PHARMACEUTICALS, INC.

By: /s/ Alan L. Crane
Alan L. Crane
Chairman and Chief Executive Officer

Date: November 8, 2005

Agreed and accepted:

By: /s/ Ram Sasisekharan
Ram Sasisekharan

Date: November 7, 2005