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**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 13, 2005 (June 7, 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 June 7, 2005, Momenta Pharmaceuticals, Inc., a Delaware corporation (the "Company"), entered into Amendment No. 1 ("Amendment No. 1") to the Employment Agreement dated March 15, 2002 by and between the Company and Alan L. Crane (the "Employment Agreement"), the Company's President and Chief Executive Officer. Pursuant to Amendment No. 1, the Company and Mr. Crane have agreed, for the reasons set forth below in Item 5.02, (i) to revise Section 1(b) of the Employment Agreement to remove the requirement that Mr. Crane hold the position of Chairman of the Board, (ii) Mr. Crane's title shall be President and Chief Executive Officer, and (iii) the amendment to Mr. Crane's title and responsibilities shall not constitute grounds for Mr. Crane to resign from the Company for "good reason" pursuant to Section 16 of the Employment Agreement.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b)

As part of the Company's efforts to strengthen its corporate governance practices, on June 7, 2005, the Board of Directors of the Company approved the separation of the offices of the Chairman of the Board of Directors and Chief Executive Officer, and appointed Peter Barrett, Ph.D., who currently serves as a Class III Director, as Chairman of the Board. Alan L. Crane will continue to serve as a Class I Director, President and Chief Executive Officer of the Company. On June 13, 2005, the Company issued a press release announcing the appointment of a non-employee Chairman of the Board, a complete copy of which is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

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

(c) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press release issued by Momenta Pharmaceuticals, Inc. dated June 13, 2005.

**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 13, 2005

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

MOMENTA PHARMACEUTICALS, INC.

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**Momenta Pharmaceuticals Announces Appointment of  
Peter Barrett as Chairman of Board of Directors**

*Appointment of Non-Executive Chairman in Alignment with Good Governance Practices*

CAMBRIDGE, MA — June 13, 2005 – Momenta Pharmaceuticals, Inc. (Nasdaq: MNTA), a biotechnology company developing drugs based on its proprietary sugar sequencing technology, announced today that Peter Barrett, Ph.D., a Board member since May 2003, has been named Chairman of the Board of Directors. Alan Crane will remain President and Chief Executive Officer.

“Momenta continually evaluates ways to strengthen its corporate governance,” said Alan Crane, President and Chief Executive Officer. “The Board has concluded that the Company should split the important roles of Chairman and Chief Executive Officer between two individuals. I look forward to continuing to work in partnership with Peter, as I will continue to focus on strategy and bringing products to market, while Peter will take a greater leadership role in corporate oversight.”

Dr. Barrett was instrumental in the founding of Celera Genomics, which completed the first successful sequencing of the human genome, where he served as Executive Vice President and Chief Business Officer. Before founding Celera, he held senior management positions at Applera (formerly known as The Perkin-Elmer Corporation), most recently serving as Vice President, Corporate Planning and Business Development. Currently, Dr. Barrett is a Senior Partner at Atlas Venture.

The appointment of Dr. Barrett as Chairman is a result of Momenta’s periodic assessment of its corporate governance practices and its Board composition. Earlier in 2005, Momenta announced that it had augmented the financial expertise on the Board with the addition of Marsha Fanucci, Chief Financial Officer of Millennium Pharmaceuticals, who has also assumed the position of Chairperson of the Company’s audit committee. Momenta will continue to evaluate its corporate governance practices to meet the evolving needs of the company.

**About Momenta**

Momenta Pharmaceuticals, Inc. is a biotechnology company specializing in the detailed structural analysis and design of complex sugars for the development of improved versions of existing drugs, the development of novel drugs and the discovery of new biological processes. Momenta is also utilizing its ability to sequence sugars to create technology-enabled generic versions of sugar-based and biologic drug products. The Company’s most advanced product candidate is M-Enoxaparin, a technology-enabled generic version of

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Lovenox<sup>®</sup>. Based on its understanding of complex sugars, Momenta has created a diversified pipeline of near-term product opportunities, novel development products and discovery candidates. Momenta was founded in 2001 and is headquartered in Cambridge, MA.

To receive additional information about Momenta, please visit our 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 Momenta Pharmaceuticals Inc.'s future expectations, beliefs, goals, plans or prospects may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Momenta's actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including those factors contained in Momenta's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 filed with the Securities and Exchange Commission under the section "Risk Factors That May Affect Results," as well as other documents that may be filed by Momenta from time to time with the Securities and Exchange Commission. Forward-looking statements include statements regarding Momenta's expectations, beliefs, intentions or strategies regarding the future and can be identified by forward-looking words such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "should", "will", and "would" or similar words. Momenta assumes no obligations to update the information included in this press release.

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#### **Contact:**

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