
**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): **September 18, 2019**

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.)

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

02142
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	MNTA	The Nasdaq Global Select Market

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

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 18, 2019, the Board of Directors (the “Board”) of Momena Pharmaceuticals, Inc. (the “Company”) elected Dr. Donna Grogan as a director of the Company. Dr. Grogan was elected as a Class II director and will serve until the Company’s 2021 annual meeting of stockholders and until her successor has been duly elected and qualified or until her death, resignation or removal. Dr. Grogan has been appointed to serve on the Science and Compensation Committees of the Board.

Dr. Grogan will participate in the Company’s standard compensation program for non-employee directors, including an aggregate annual retainer of \$72,500 for her service as a member of the Board and of the Science and Compensation Committees, plus an additional \$3,000 for each all-day Science Committee session attended (up to a maximum of \$15,000 per year) that is in addition to the standard quarterly meetings of the Science Committee; and an initial award of an option to purchase 50,000 shares of the Company’s common stock (the “Initial Award”). The Initial Award will (i) have an exercise price equal to the closing price per share of the Company’s common stock on the date of grant, (ii) vest and become exercisable with respect to 16,667 shares on the one year anniversary of the grant date and with respect to the remaining shares in equal quarterly installments over the following two years, subject to Dr. Grogan’s continued service to the Company through the applicable vesting date, and (iii) expire on the tenth anniversary of the grant date, subject to certain exceptions set forth in the Initial Award agreement. Dr. Grogan will also have the same right to indemnification by the Company as granted to the Company’s officers and other directors.

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: September 19, 2019

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