

FIER IAN
Form 3
October 11, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

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) |
|---------------------------------|---|--|---|
| Common Stock | 80,485 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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 of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Stock Options (right to buy) | Â (1) | 02/14/2022 | Common Stock | 4,031 | \$ 15.44 | D | Â |
| Stock Options (right to buy) | Â (2) | 02/19/2023 | Common Stock | 8,466 | \$ 12.58 | D | Â |
| Stock Options (right to buy) | Â (3) | 02/18/2024 | Common Stock | 26,521 | \$ 17.96 | D | Â |
| Stock Options (right to buy) | Â (4) | 02/18/2025 | Common Stock | 33,010 | \$ 13.02 | D | Â |
| Stock Options (right to buy) | Â (5) | 02/09/2026 | Common Stock | 37,800 | \$ 10.83 | D | Â |
| Stock Options (right to buy) | Â (6) | 02/07/2027 | Common Stock | 22,800 | \$ 18.85 | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Common Stock | 7,125 | \$ (9) | D | Â |
| Restricted Stock Units | Â (8) | Â (8) | Common Stock | 35,000 | \$ (9) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FIER IAN 301 BINNEY ST, 5TH FLOOR CAMBRIDGE, MA 02142 | Â | Â | Â Chief Mfg and Program Officer | Â |

Signatures

/s/ R. Mark Chamberlin as attorney
in fact

10/11/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Subject to the officer's continued service with the company, the stock options granted on February 14, 2012 will vest in equal quarterly installments over the four year vesting period.
 - (2) Subject to the officer's continued service with the company, the stock options granted on February 19, 2013 will vest in equal quarterly installments over the four year vesting period.
 - (3) 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.
 - (4) 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.
 - (5)

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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.

- (6) 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.
- (7) 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.
- (8) 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.
- (9) Each Restricted Stock Unit represents a contingent right to receive one share of MNTA common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.