

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

MEDICINES CO /DE

Form: S-8

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Corporate Issuer CIK: 1113481

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

THE MEDICINES COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

04-3324394

(IRS Employer
Identification No.)

8 Sylvan Way

Parsippany, New Jersey

(Address of Principal Executive Offices)

07054

(Zip Code)

2013 Stock Incentive Plan

(Full title of the plan)

Mark Timney

Chief Executive Officer

The Medicines Company

8 Sylvan Way

Parsippany, New Jersey 07054

(Name and address of agent for service)

(973) 290-6000

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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 7(a)(2)(B) of the Securities Act

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share	5,000,000 shares(2)	\$25.15(3)	\$125,750,000(3)	\$15,241.00

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, ("Securities Act") this Registration Statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents additional shares of Common Stock authorized for issuance under the 2013 Stock Incentive Plan, as amended.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the Common Stock as reported on The NASDAQ Global Select Market on February 26, 2019.
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Statement of Incorporation by Reference

This Registration Statement on Form S-8 is being filed to register the offer and sale of an additional 5,000,000 shares of Common Stock, \$0.001 par value per share, of The Medicines Company (the "Registrant") authorized for issuance under the Registrant's 2013 Stock Incentive Plan, as amended (the "2013 Plan"). In accordance with General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8 filed by the Registrant on June 28, 2013 (File No. 333-189710), the Registration Statement on Form S-8 filed by the Registrant on August 8, 2014 (File No. 333-197986), the Registration Statement on Form S-8 filed by the Registrant on August 7, 2015 (File No. 333-206250) and the Registration Statement on Form S-8 filed by the Registrant on August 5, 2016 (File No. 333-212920) relating to the 2013 Plan, except for the information required by Items 5 and 8, which are provided below.

Item 5. Interests of Named Experts and Counsel.

Stephen M. Rodin, our executive vice president and general counsel, has opined as to the legality of the securities being offered by this Registration Statement. As of February 28, 2019, Mr. Rodin owned 29,574 shares of Common Stock and held options to purchase 294,097 shares of Common Stock, granted under our equity incentive plans. Mr. Rodin is eligible to participate in the 2013 Plan.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Parsippany, State of New Jersey, on February 28, 2019.

THE MEDICINES COMPANY

By: /s/ Mark Timney
Mark Timney
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of The Medicines Company, hereby severally constitute and appoint Mark Timney and Stephen Rodin, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable The Medicines Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark Timney</u> Mark Timney	Chief Executive Officer and Director (Principal Executive Officer)	February 28, 2019
<u>s/ Christopher J. Visioli</u> Christopher J. Visioli	Chief Financial Officer (Principal Financial and Accounting Officer)	February 28, 2019
<u>/s/ Alexander J. Denner</u> Alexander J. Denner	Director (Chairman of the Board)	February 28, 2019
<u>/s/ Geno J. Germano</u> Geno J. Germano	Director	February 28, 2019
<u>/s/ John C. Kelly</u> John C. Kelly	Director	February 28, 2019
<u>/s/ Clive A. Meanwell</u> Clive A. Meanwell	Chief Innovation Officer; Director	February 28, 2019
<u>/s/ Paris Panayiotopoulos</u> Paris Panayiotopoulos	Director	February 28, 2019
<u>/s/ Sarah J. Schlesinger</u> Sarah J. Schlesinger	Director	February 28, 2019

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
4.1(1)	Third Amended and Restated Certificate of Incorporation of the Registrant, as amended
4.2(2)	Second Amended and Restated By-Laws of the Registrant, as amended
5.1	Opinion of Executive Vice President and General Counsel of the Registrant*
23.1	Consent of Executive Vice President and General Counsel of the Registrant (included in Exhibit 5.1)*
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm for the Registrant*
24	Power of attorney (included on the signature pages of this Registration Statement)
99.3(3)	2013 Stock Incentive Plan
99.4(4)	Amendment No. 1 to the 2013 Stock Incentive Plan
99.5(5)	Amendment No. 2 to the 2013 Stock Incentive Plan
99.6(6)	Amendment No. 3 to the 2013 Stock Incentive Plan
99.7	Amendment No. 4 to the 2013 Stock Incentive Plan*

* filed herewith

- (1) Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's quarterly report on Form 10-Q for the quarter ended June 30, 2016 and incorporated herein by reference.
- (2) Previously filed with the Securities and Exchange Commission as Exhibit 3.2 to the Registrant's annual report on Form 10-K for the year ended December 31, 2017 and incorporated herein by reference.
- (3) Previously filed with the Securities and Exchange Commission as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 and incorporated herein by reference.
- (4) Previously filed with the Securities and Exchange Commission as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference.
- (5) Previously filed with the Securities and Exchange Commission as Exhibit 10.1 to the Registrant's current report on Form 8-K, filed June 2, 2015 and incorporated herein by reference.
- (6) Previously filed with the Securities and Exchange Commission as Exhibit 10.1 to the Registrant's current report on Form 8-K, filed June 1, 2016 and incorporated herein by reference.



The Medicines Company
8 Sylvan Way
Parsippany, NJ 07054 USA

February 27, 2019

The Medicines Company
8 Sylvan Way
Parsippany, New Jersey 07054

Re: 2013 Stock Incentive Plan, as amended

Ladies and Gentlemen:

I am the Executive Vice President and General Counsel of The Medicines Company, a Delaware corporation (the "Company"), and have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 5,000,000 shares of common stock, \$0.001 par value per share (the "Shares"), of the Company, issuable under the Company's 2013 Stock Incentive Plan, as amended (the "2013 Plan").

I have examined the Certificate of Incorporation and By-Laws of the Company, each as amended to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In my examination of the foregoing documents, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

I assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

I express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that I am opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, I am of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the 2013 Plan, the Shares will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Stephen M. Rodin

Stephen M. Rodin

Executive Vice President and General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the 2013 Stock Incentive Plan of The Medicines Company of our reports dated February 27, 2019, with respect to the consolidated financial statements of The Medicines Company and the effectiveness of internal control over financial reporting of The Medicines Company included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Iselin, New Jersey
February 27, 2019

**AMENDMENT NO. 4
TO THE MEDICINES COMPANY
2013 STOCK INCENTIVE PLAN**

Pursuant to Section 11(d) of The Medicines Company 2013 Stock Incentive Plan (the "Plan"), the Plan be, and hereby is, amended as set forth below.

1. Section 4(a)(1) of the Plan is hereby deleted in its entirety and replaced with the following: "(1) Authorized Number of Shares . Subject to adjustment under Section 9, Awards may be made under the Plan for up to such number of shares of common stock, \$0.01 par value per share, of the Company (the "Common Stock") (up to 26,142,134 shares) as is equal to the sum of (x) 16,100,000, (y) the remaining number of shares of Common Stock available for issuance under the Company's Amended and Restated 2004 Stock Incentive Plan (the "2004 Plan") as of the Effective Date (as defined in Section 11 (c)) and (z) the number of shares of Common Stock subject to awards granted under the 2004 Plan which awards expire, terminate or are otherwise surrendered, canceled, forfeited or repurchased by the Company at their original issue price pursuant to a contractual repurchase right (subject, in the case of Incentive Stock Options (as defined in Section 5(b)) to any limitations under the Code). Any or all of which Awards may be in the form of Incentive Stock Options (as defined in Section 5(b)). Shares issued under the Plan may consist in whole or in part of authorized but unissued shares or treasury shares."

2. Except as set forth above, all other terms and provisions of the Plan shall remain in full force and effect.

Adopted by the Board of Directors on April 24, 2018