

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## MEDICINES CO /DE

**Form: 4**

**Date Filed: 2019-03-05**

Corporate Issuer CIK: 1113481

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <b>DENNER ALEXANDER J</b>		2. Issuer Name and Ticker or Trading Symbol <b>MEDICINES CO /DE [MDCO]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>C/O SARISSA CAPITAL MANAGEMENT LP, 660 STEAMBOAT ROAD</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2019</b>			
(Street) <b>GREENWICH, CT 06830</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2019		P		100,000	A	\$ 25.15 <a href="#">(1)</a>	2,881,000	I	See footnote <a href="#">(2)</a>
Common Stock	03/04/2019		P		325,000	A	\$ 25.45 <a href="#">(3)</a>	3,206,000	I	See footnote <a href="#">(2)</a>
Common Stock	03/05/2019		P		181,900	A	\$ 26.07	3,387,900	I	See footnote <a href="#">(2)</a>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNER ALEXANDER J C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD GREENWICH, CT 06830	X			

**Signatures**

/s/ Stephen M. Rodin, Attorney-in-Fact for Alexander J. Denner 03/05/2019  
Signature of Reporting Person Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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) Represents the weighted average purchase price of the shares purchased ranging from a low of \$25.11 to a high of \$25.20 per share. The undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.  
The shares reported herein as being indirectly beneficially owned by Dr. Denner are directly beneficially owned by funds managed and/or controlled by Sarissa Capital Management LP. Dr. Denner is the Chief Investment Officer of Sarissa Capital Management LP and controls the general partner of Sarissa Capital Management LP. By virtue of the foregoing, Dr. Denner may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 of the Securities Exchange Act of 1934, as amended) these shares. Dr. Denner disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (2) Represents the weighted average purchase price of the shares purchased ranging from a low of \$25.40 to a high of \$25.48 per share. The undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.
- (3) Represents the weighted average purchase price of the shares purchased ranging from a low of \$25.40 to a high of \$25.48 per share. The undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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(Print or Type Responses)

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