MOMENTA PHARMACEUTICALS INC Form SC 13G/A

February 14, 2006

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Momenta Pharmaceuticals, Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

60877T101 (CUSIP Number)

December 30, 2005 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [] Rule 13d-1(b)
- [] Rule 13d-1(c)
- [X] Rule 13d-1(d)
- * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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CUSIP NO. 60877T101

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SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Polaris Venture Partners III, L.P. ("PVP III")

¹ NAME OF REPORTING

2 CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)	[]	(k) [X
3 SEC USE 0	NLY				
4 CITIZENSH Delaware	IP OR PLACE OF ORGANIZATION				
	5 SOLE VOTING POWER 1,743,132 shares, except that Polaris Ventor Co. III, L.L.C. ("Polaris III"), the general III, may be deemed to have sole power to volume and Jonathan A. Flint ("Flint"), Terrance ("McGuire") and Alan G. Spoon ("Spoon"), the members of Polaris III, may be deemed to have vote these shares.	al pote G. N he m	oartı the: 1cGu: nana	ner o se sh ire ging	of PV nares
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	6 SHARED VOTING POWER See response to row 5.				
REPORTING PERSON WITH	7 SOLE DISPOSITIVE POWER 1,743,132 shares, except that Polaris III, partner of PVP III, may be deemed to have a dispose of these shares, and Flint, McGuiro managing members of Polaris III, may be dee shared power to dispose of these shares.	sole e ar	e por nd Sj	wer t	o the
	8 SHARED DISPOSITIVE POWER See response to row 7.				
9 AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	 NC		1,74	13,13
	IF THE AGGREGATE AMOUNT IN ROW (9) CERTAIN SHARES				
	F CLASS REPRESENTED BY AMOUNT IN ROW 9				5.72
12 TYPE OF R	EPORTING PERSON				Р
CUSIP NO. 6087	7T101 13 G		Pa	ge 3	of 1
NAME OF R	EPORTING .S. IDENTIFICATION NO. OF ABOVE PERSON				

Polaris Venture Partners Entrepreneurs' Fund III, L.P. ("Entrepreneurs' III")

2 C	CHECK THE	APPRO	PRIATE BOX IF A MEMBER OF A GROUP*	(a)	[]	(b)	[X]
3 S	SEC USE O	NLY					
	CITIZENSH Delaware	IP OR	PLACE OF ORGANIZATION				
		5	SOLE VOTING POWER 45,301 shares, except that Polaris III, th of Entrepreneurs' III, may be deemed to ha vote these shares, and Flint, McGuire and managing members of Polaris III, may be de shared power to vote these shares.	ve so Spooi	ole p n, th	power ne	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		See response to row 5.					
		7	SOLE DISPOSITIVE POWER 45,301 shares, except that Polaris III, th of Entrepreneurs' III, may be deemed to ha dispose of these shares, and Flint, McGuir managing members of Polaris III, may be de shared power to dispose of these shares.	ve so	ole p d Spo	power	to
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9 A	AGGREGATE	AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERS	ON		45	, 301
	CHECK BOX		E AGGREGATE AMOUNT IN ROW (9) N SHARES				
11 P	PERCENT OI	 F CLAS	S REPRESENTED BY AMOUNT IN ROW 9			0	.14%
12 T	TYPE OF RI	EPORTI	NG PERSON				PN
CUSIP	NO. 6087	7T101	13 G		Page	e 4 o	f 16
	JAME OF RI						

1 NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Polaris Venture Partners Founders' Fund III, L.P. ("Founders' III") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X] ______ SEC USE ONLY _____ 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware _____ 5 SOLE VOTING POWER 27,497 shares, except that Polaris III, the general partner of Founders' III, may be deemed to have sole power to vote these shares, and Flint, McGuire and Spoon, the managing members of Polaris III, may be deemed to have shared power to vote these shares. NUMBER OF 6 SHARED VOTING POWER SHARES See response to row 5. BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON 27,497 shares, except that Polaris III, the general partner WITH of Founders' III, may be deemed to have sole power to dispose of these shares, and Flint, McGuire and Spoon, the managing members of Polaris III, may be deemed to have shared power to dispose of these shares. SHARED DISPOSITIVE POWER See response to row 7. 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.09% 12 TYPE OF REPORTING PERSON ._____ CUSIP NO. 60877T101 13 G Page 5 of 16

1 NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Polaris Venture Management Co. III, L.L.C. ("Polaris III")

2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a)	[]		(b)	[X]	
3	SEC USE ON	ILY								
4	CITIZENSHI Delaware	IP OR P	LACE OF ORGANIZATION							
			SOLE VOTING POWER 1,816,380 shares, of which 1,743,132 ar PVP III, 45,301 are directly owned by E and 27,497 are directly owned by Founde III, the general partner of PVP III, En Founders' III, may be deemed to have so these shares, and Flint, McGuire and Sp members of Polaris III, may be deemed t to vote these shares.	Intrepers' Intreprole poon,	ren II ene wen	neu . P eur r t	rs' ola s' o v	' II aris III 7ote agin	I and	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER See response to row 5.							
			SOLE DISPOSITIVE POWER 1,816,380 shares, of which 1,743,132 ar PVP III, 45,301 are directly owned by E and 27,497 are directly owned by Founde III, the general partner of PVP III, En Founders' III, may be deemed to have so of these shares, and Flint, McGuire and members of Polaris III, may be deemed t to dispose of these shares.	Entrepers' Intreprole po ole po de Spoo	ren II ene wen	neu . P eur r t	rs' ola s' o d	' II aris III disp mana	I and ose ging	
			8	SHARED DISPOSITIVE POWER See response to row 7.						
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING P	ERSON			1,	816	 ,380	
10	CHECK BOX EXCLUDES (AGGREGATE AMOUNT IN ROW (9) SHARES							
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW 9						.96%	
12	TYPE OF RE	EPORTIN	G PERSON						00	

1		.S. ID	NG ENTIFICATION NO. OF ABOVE PERSON Flint ("Flint")			
2	CHECK THE	APPROI	PRIATE BOX IF A MEMBER OF A GROUP*	(a) []	(b) [X
3	SEC USE ON	NLY				
4	CITIZENSHI U.S. Citiz		PLACE OF ORGANIZATION			
		5	SOLE VOTING POWER 369 shares.			
NI	JMBER OF	6	SHARED VOTING POWER 1,816,380 shares, of which 1,743,132 are PVP III, 45,301 are directly owned by End and 27,497 are directly owned by Founders is the general partner of PVP III, Entrep Founders' III. Flint is a managing member and may be deemed to have shared power to shares.	trepren s' III. preneur r of Po	Pola Pola s' I	' III aris II II and s III,
OWNE	SHARES BENEFICIALLY OWNED BY EACH REPORTING		SOLE DISPOSITIVE POWER 369 shares.			
	PERSON WITH	8	SHARED DISPOSITIVE POWER 1,816,380 shares, of which 1,743,132 are PVP III, 45,301 are directly owned by End and 27,497 are directly owned by Founders is the general partner of PVP III, Entrep Founders' III. Flint is a managing member and may be deemed to have shared power to shares.	trepren s' III. preneur r of Po	Pola Ss' II	' III aris II: II and s III,
9	AGGREGATE	AMOUN	F BENEFICIALLY OWNED BY EACH REPORTING PE	RSON	1	,816,74
10	CHECK BOX EXCLUDES (E AGGREGATE AMOUNT IN ROW (9) N SHARES			
11	PERCENT OF	F CLAS	S REPRESENTED BY AMOUNT IN ROW 9			5.96
12	TYPE OF RI	EPORTII	NG PERSON			II

CUSI	P NO. 60877	T101	13 G	Page	7 of	∄ 16
1		S. IDE	G NTIFICATION NO. OF ABOVE PERSON CGuire ("McGuire")			
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a) []	(b)	[X]
3	SEC USE ON	ILY				
4	CITIZENSHI U.S. Citiz		LACE OF ORGANIZATION			
		 5	SOLE VOTING POWER 0 shares.			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 7 WITH			SHARED VOTING POWER 1,816,380 shares, of which 1,743,132 are di PVP III, 45,301 are directly owned by Entre and 27,497 are directly owned by Founders' is the general partner of PVP III, Entrepre Founders' III. McGuire is a managing member and may be deemed to have shared power to v shares.	epreneurs' III. Pola eneurs' II of Pola	' III aris II ar ris I	I III nd
		7	SOLE DISPOSITIVE POWER 0 shares.			
		8	SHARED DISPOSITIVE POWER 1,816,380 shares, of which 1,743,132 are di PVP III, 45,301 are directly owned by Entre and 27,497 are directly owned by Founders' is the general partner of PVP III, Entrepre Founders' III. McGuire is a managing member and may be deemed to have shared power to d shares.	epreneurs' III. Pola eneurs' II of Pola	' III aris II ar ris I	I III nd III,
9	AGGREGATE REPORTING		BENEFICIALLY OWNED BY EACH	1,	, 816,	,380
10	CHECK BOX EXCLUDES C		AGGREGATE AMOUNT IN ROW (9) SHARES			
11 	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW 9		5 .	.96%

12 TYPE OF REPORTING PERSON

				I
CUSI	P NO. 6087	7T101	13 G	Page 8 of 1
 1		.S. ID	NG ENTIFICATION NO. OF ABOVE PERSON n ("Spoon")	
2	CHECK THE	APPRC	PRIATE BOX IF A MEMBER OF A GROUP*	(a) [] (b) [X
3	SEC USE O	NLY		
4	CITIZENSH		PLACE OF ORGANIZATION	
		5	SOLE VOTING POWER 0 shares.	
BEN DWNE	MBER OF SHARES EFICIALLY ED BY EACH	6	SHARED VOTING POWER 1,816,380 shares, of which 1,743,132 are PVP III, 45,301 are directly owned by Ent and 27,497 are directly owned by Founders is the general partner of PVP III, Entrep Founders' III. Spoon is a managing member and may be deemed to have shared power to shares.	repreneurs' III ' III. Polaris II reneurs' III and of Polaris III,
	PERSON WITH	7	SOLE DISPOSITIVE POWER 0 shares.	
		8	SHARED DISPOSITIVE POWER 1,816,380 shares, of which 1,743,132 are PVP III, 45,301 are directly owned by Ent and 27,497 are directly owned by Founders is the general partner of PVP III, Entrep Founders' III. Spoon is a managing member and may be deemed to have shared power to shares.	repreneurs' III ' III. Polaris II reneurs' III and of Polaris III,
9	AGGREGATE REPORTING		T BENEFICIALLY OWNED BY EACH N	1,816,38
 10	CHECK BOX		E AGGREGATE AMOUNT IN ROW (9) N SHARES	
 11	PERCENT O	 F CLAS	S REPRESENTED BY AMOUNT IN ROW 9	

5.96%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 60877T101

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ITEM 1(A). NAME OF ISSUER

Momenta Pharmaceuticals, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

43 Moulton Street Cambridge, Massachusetts 02138

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Polaris Venture Partners III, L.P., a Delaware limited partnership ("PVP III"), Polaris Venture Partners Entrepreneurs' Fund III, L.P., a Delaware limited partnership ("Entrepreneurs' III"), Polaris Venture Partners Founders' Fund III, L.P., a Delaware limited partnership ("Founders' III"), Polaris Venture Management Co. III, L.L.C., a Delaware limited liability company ("Polaris III"), Jonathan A. Flint ("Flint"), Terrance G. McGuire ("McGuire") and Alan G. Spoon ("Spoon"). Flint, McGuire and Spoon are the managing members of Polaris III. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

Polaris III, the general partner of PVP III, Entrepreneurs' III and Founders' III, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by PVP III, Entrepreneurs' III and Founders' III. Flint, McGuire and Spoon are the managing members of Polaris III and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by PVP III, Entrepreneurs' III and Founders' III.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Polaris Venture Partners 1000 Winter Street, Suite 3350 Waltham, Massachusetts 02451

ITEM 2(C) CITIZENSHIP

PVP III, Entrepreneurs' III and Founders' III are Delaware limited partnerships; Polaris III is a Delaware Limited Liability Company; Flint, McGuire and Spoon are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 60877T101

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 30, 2005:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

CUSIP NO. 60877T101

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See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
 See Row 5 of cover page for each Reporting Person.
 - (ii) Shared power to vote or to direct the vote:
 See Row 6 of cover page for each Reporting Person.
 - (iii) Sole power to dispose or to direct the disposition of:

 See Row 7 of cover page for each Reporting Person.
 - (iv) Shared power to dispose or to direct the disposition
 of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of PVP III, Entrepreneurs' III and Founders' III, the general and limited partners of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2006

POLARIS VENTURE PARTNERS III, L.P., /s/ Kevin Littlejohn a Delaware Limited Partnership

Signature Kevin Littlejohn Authorized Signatory

POLARIS VENTURE PARTNERS ENTREPRENEURS' FUND III, L.P., a Delaware Limited Partnership /s/ Kevin Littlejohn _____

Signature Kevin Littlejohn Authorized Signatory

POLARIS VENTURE PARTNERS FOUNDERS' FUND III, L.P., a Delaware Limited Partnership /s/ Kevin Littlejohn

Signature

Kevin Littlejohn Authorized Signatory

MANAGEMENT CO. III, L.L.C., a Delaware Limited Liability Company /s/ Kevin Littlejohn

_____ Signature

Kevin Littlejohn Authorized Signatory

JONATHAN A. FLINT

POLARIS VENTURE

/s/ Kevin Littlejohn

Signature

Kevin Littlejohn Authorized Signatory

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TERRANCE G. MCGUIRE

/s/ Kevin Littlejohn

Signature Kevin Littlejohn Authorized Signatory

ALAN G. SPOON /s/ Kevin Littlejohn

Signature

Kevin Littlejohn Authorized Signatory

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EXHIBIT INDEX

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Exhibit B: Reference to Kevin Littlejohn as Authorized Signatory	16

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Momenta Pharmaceuticals, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Dated: February 13, 2005

FOUNDERS' FUND III, L.P.,

/s/ Kevin Littlejohn POLARIS VENTURE PARTNERS III, L.P., _____ a Delaware Limited Partnership Signature Kevin Littlejohn Authorized Signatory POLARIS VENTURE PARTNERS /s/ Kevin Littlejohn ENTREPRENEURS' FUND III, L.P., a Delaware Limited Partnership Signature Kevin Littlejohn Authorized Signatory POLARIS VENTURE PARTNERS /s/ Kevin Littlejohn

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a Delaware Limited Partnership Signature

Kevin Littlejohn
Authorized Signatory

POLARIS VENTURE

MANAGEMENT CO. III, L.L.C.,

a Delaware Limited Liability Company

/s/ Kevin Littlejohn

Kevin Littlejohn
Authorized Signatory

JONATHAN A. FLINT /s/ Kevin Littlejohn

Signature

Signature

Kevin Littlejohn Authorized Signatory

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TERRANCE G. MCGUIRE /s/ Kevin Littlejohn

Signature

Kevin Littlejohn Authorized Signatory

ALAN G. SPOON /s/ Kevin Littlejohn

Signature

Kevin Littlejohn Authorized Signatory

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EXHIBIT B

REFERENCE TO KEVIN LITTLEJOHN AS AUTHORIZED SIGNATORY

Kevin Littlejohn has signed the enclosed documents as Authorized Signatory. Note that copies of the applicable Agreement to File Jointly and Statement Appointing Designated Filer and Authorized Signatory are already on file with the appropriate agencies.