

MOMENTA PHARMACEUTICALS INC
Form SC 13G/A
January 26, 2006

CUSIP No. 60877T 10 1

Page 1 of 8 Pages

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 RULE 13d-2(b)
(Amendment No. 1) [1]

Momenta Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$.0001 par value

(Title of Class of Securities)

60877T 10 1

December 31, 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)

[1]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 or otherwise
subject to the liabilities of that section of the Act but shall be subject to
all other provisions of the Act.

CUSIP No. 60877T 10 1

Page 2 of 8 Pages

1) Name of Reporting Person MVM International Life
I.R.S. Identification Sciences Fund No. 1, L.P.
No. of Above Person
(Entities Only)

2) Check the Appropriate Box (a) [X]

Edgar Filing: MOMENTA PHARMACEUTICALS INC - Form SC 13G/A

if a Member of a Group

(b) []

3) SEC Use Only

4) Citizenship or Place
of Organization

United Kingdom

Number of
Shares Beneficially
Owned by Each
Reporting Person
With

5) Sole Voting
Power -0-

6) Shared Voting
Power 1,610,850 shares
of Common Stock

7) Sole Disposi-
tive Power -0-

8) Shared Dis-
positive Power 1,610,850 shares
of Common Stock

9) Aggregate Amount Beneficially
Owned by Each Reporting person 1,610,850 shares
of Common Stock

10) Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares

11) Percent of Class
Represented by
Amount in Row (9)

5.3%

12) Type of Reporting
Person

PN

-2-

CUSIP No. 60877T 10 1

Page 3 of 9 Pages

1) Name of Reporting Person
I.R.S. Identification
No. of Above Person
(Entities Only)

MVM Life Science
Partners LLP

2) Check the Appropriate Box
if a Member of a Group

(a) [X]
(b) []

3) SEC Use Only

4) Citizenship or Place
of Organization

United Kingdom

Number of
Shares Beneficially
Owned by Each
Reporting Person
With

5) Sole Voting
Power -0-

Edgar Filing: MOMENTA PHARMACEUTICALS INC - Form SC 13G/A

6)	Shared Voting Power	8,656 shares of Common Stock
7)	Sole Dispositive Power	-0-
8)	Shared Dispositive Power	8,656 shares of Common Stock
9)	Aggregate Amount Beneficially Owned by Each Reporting person	8,656 shares of Common Stock
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11)	Percent of Class Represented by Amount in Row (9)	less than 0.1%
12)	Type of Reporting Person	00

-3-

CUSIP No. 60877T 10 1

Page 4 of 8 Pages

Amendment No. 1 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G originally filed with the Securities and Exchange Commission on January 27, 2005 (the "Schedule 13G".) Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended and restated to read in their entirety as follows:

Item 2(a) - Name of Person Filing:

MVM International Life Sciences Fund No. 1, L.P.
 ("MVM Fund No. 1")
 MVM Life Science Partners LLP ("MVM")

Item 4 - Ownership.

(a) Amount Beneficially Owned:

MVM Fund No. 1: 1,610,850 shares of Common Stock
 MVM : 8,656 shares of Common Stock

(b) Percent of Class:

MVM Fund No. 1: 5.3%
 MVM: less than 0.1%

(c) Number of shares as to which such person has:

Edgar Filing: MOMENTA PHARMACEUTICALS INC - Form SC 13G/A

(i) sole power to vote or to direct the vote: -0-

(ii) shared power to vote or to direct the vote:

MVM Fund No. 1: 1,610,850 shares of Common Stock
MVM: 8,656 shares of Common Stock

(iii) sole power to dispose or to direct the disposition of: -0-

(iv) shared power to dispose or to direct the disposition of:

MVM Fund No. 1: 1,610,850 shares of Common Stock
MVM: 8,656 shares of Common Stock

-4-

CUSIP No. 60877T 10 1

Page 5 of 8 Pages

Item 8 - Identification and Classification of Members of the Group:

See Exhibit 2.

-5-

CUSIP No. 60877T 10 1

Page 6 of 8 Pages

Signature:

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

MVM INTERNATIONAL LIFE SCIENCES FUND NO. 1, L.P.

By /s/ Thomas Casdagli

Director of Finance

MVM LIFE SCIENCE PARTNERS LLP

By /s/ Thomas Casdagli

Member

Date: January 17, 2006

-6-

EXHIBIT 1

AGREEMENT OF
MVM INTERNATIONAL LIFE SCIENCES
FUND NO. 1, L.P.
AND MVM LIFE SCIENCE PARTNERS LLP
PURSUANT TO RULE 13d-1(f)

The undersigned hereby agree that the Information Statement on Schedule 13G to which this Agreement is annexed as Exhibit 1 is filed on behalf of each of them in accordance with provisions of 13d-1(f) under the Securities Exchange Act of 1934, as amended.

MVM INTERNATIONAL LIFE SCIENCES FUND NO. 1, L.P.

By /s/ Thomas Casdagli

Director of Finance

MVM LIFE SCIENCE PARTNERS LLP

By /s/ Thomas Casdagli

Member

Date: January 17, 2006

-7-

EXHIBIT 2

Identification and Classification
of Members of the Group

MVM International Life Sciences Fund No. 1, L.P. and MVM Life Science Partners LLP are filing this statement on Schedule 13G as a group.

MVM International Life Sciences Fund No. 1, L.P. is a United Kingdom limited partnership. MVM Life Science Partners LLP is a limited liability partnership organized in the United Kingdom. MVM Life Science Partners LLP is the discretionary investment manager of MVM International Life Sciences Fund No. 1, L.P.

