

MEDICINES CO /DE
Form S-8
August 05, 2016

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 04-3324394
(State or other jurisdiction (IRS Employer
of incorporation or organization) Identification No.)
8 Sylvan Way
Parsippany, New Jersey 07054
(Address of Principal Executive Offices) (Zip Code)

2010 Employee Stock Purchase Plan
2013 Stock Incentive Plan
(Full title of the plan)

Clive A. Meanwell
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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting 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)

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	3,300,000 shares(2)	\$38.40(3)	\$126,720,000(3)	\$12,670.70

In accordance with Rule 416 under the Securities Act of 1933, as amended, (“Securities Act”) this Registration (1) 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.

Represents 1,000,000 additional shares of Common Stock authorized for issuance under the 2010 Employee Stock (2) Purchase Plan, as amended, and 2,300,000 additional shares of Common Stock authorized for issuance under the 2013 Stock Incentive Plan, as amended.

Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the (3) 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 August 4, 2016.

Statement of Incorporation by Reference

This Registration Statement on Form S-8 is being filed to register the offer and sale of an additional 3,300,000 shares of Common Stock, \$0.001 par value per share, of The Medicines Company (the “Registrant”), consisting of 1,000,000 shares authorized for issuance under the Registrant’s 2010 Employee Stock Purchase Plan, as amended (the “2010 Plan”), and 2,300,000 shares 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 30, 2010 (File No. 333-167896) relating to the 2010 Plan, except for the information required by Items 5 and 8, which are provided below. Additionally, 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) and the Registration Statement on Form S-8 filed by the Registrant on August 7, 2015 (File No. 333-206250) 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 August 4, 2016, Mr. Rodin owned 17,597 shares of Common Stock and held options to purchase 131,938 shares of Common Stock, granted under our equity incentive plans. Mr. Rodin is eligible to participate in the 2010 Plan and 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 August 5, 2016.

THE MEDICINES COMPANY

/s/ Clive A. Meanwell

By: Clive A. Meanwell

Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of The Medicines Company, hereby severally constitute and appoint Clive A. Meanwell and Stephen M. 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.

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Signature	Title	Date
/s/ Clive A. Meanwell Clive A. Meanwell	Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2016
s/ William B. O'Connor William B. O'Connor	Chief Financial Officer (Principal Financial and Accounting Officer)	August 5, 2016
/s/ William W. Crouse William W. Crouse	Director	August 5, 2016
/s/ Alexander J. Denner Alexander J. Denner	Director	August 5, 2016
/s/ Fredric N. Eshelman Fredric N. Eshelman	Director	August 5, 2016
/s/ Robert J. Hugin Robert J. Hugin	Director	August 5, 2016
/s/ John C. Kelly John C. Kelly	Director	August 5, 2016
/s/ Armin M. Kessler Armin M. Kessler	Director	August 5, 2016
/s/ Robert G. Savage Robert G. Savage	Director	August 5, 2016
/s/ Hiroaki Shigeta Hiroaki Shigeta	Director	August 5, 2016
/s/ Melvin K. Spigelman Melvin K. Spigelman	Director	August 5, 2016
/s/ Elizabeth H.S. Wyatt Elizabeth H.S. Wyatt	Director	August 5, 2016

INDEX TO EXHIBITS

Number Description

- 4.1(1) Third Amended and Restated Certificate of Incorporation of the Registrant, as amended
- 4.2(2) Amended and Restated By-Laws of the Registrant, as amended
- 5.1 Opinion of Senior Vice President and General Counsel of the Registrant*
- 23.1 Consent of Senior 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)
- 99.1(3) 2010 Employee Stock Purchase Plan
- 99.2(4) Amendment No. 1 to the 2010 Stock Incentive Plan
- 99.3(5) 2013 Stock Incentive Plan
- 99.4(6) Amendment No. 1 to the 2013 Stock Incentive Plan
- 99.5(7) Amendment No. 2 to the 2013 Stock Incentive Plan
- 99.6(8) Amendment No. 3 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 quarterly report on Form 10-Q for the quarter ended June 30, 2016 and incorporated herein by reference.
- (3) Previously filed with the Securities and Exchange Commission as Appendix I to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 000-31191), filed April 30, 2010 and incorporated herein by reference.
- (4) Previously filed with the Securities and Exchange Commission as Appendix III to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 000-31191), filed April 26, 2016 and incorporated herein by reference.
- (5) Previously filed with the Securities and Exchange Commission as Appendix I to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 000-31191), filed April 29, 2013 and incorporated herein by reference.
- (6) Previously filed with the Securities and Exchange Commission as Appendix I to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 000-31191), filed April 30, 2014 and incorporated herein by reference.
- (7) Previously filed with the Securities and Exchange Commission as Appendix II to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 000-31191), filed April 30, 2015 and incorporated herein by reference.
- (8) Previously filed with the Securities and Exchange Commission as Appendix II to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 000-31191), filed April 26, 2016 and incorporated herein by reference.