

MEDICINES CO /DE
Form S-8
September 01, 2009

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**As filed with the Securities and Exchange Commission on September 1, 2009
Registration No. 333-**

**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
(I.R.S. Employer
Identification No.)

8 Sylvan Way
Parsippany, New Jersey 07054
(Address of Principal Executive Offices including Zip Code)
2000 Employee Stock Purchase Plan
(Full title of the Plan)

Paul M. Antinori
Senior Vice President and General Counsel
The Medicines Company
8 Sylvan Way
Parsippany, New Jersey 07054
(973) 290-6000
(Name and address, including zip code, and 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 of Shares to be	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of
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	Registered (1)			Registration Fee
Common Stock, \$0.001 par value per share	300,000	\$ 7.70	\$2,310,000	\$ 128.90

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, this registration statement shall be deemed to cover any additional shares of common stock that may from time to time be offered or issued to prevent dilution resulting from any stock dividend, stock split, or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act for the 300,000 shares registered hereunder (based on the average of the high (\$7.90) and low (\$7.50) prices for our common stock reported by the Nasdaq Global

Select Market
on August 28,
2009).

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STATEMENT OF INCOPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 300,000 shares of the Registrant's common stock, \$0.001 par value per share, to be issued under the Registrant's Employee Stock Purchase Plan. This registration statement incorporates by reference the contents of the Registration Statement on Form S-8, File Nos. 333-44884 and 333-135461, filed by the Registrant on August 31, 2000 and June 29, 2006, respectively, relating to the Registrant's Employee Stock Purchase Plan, except for the information required by Items 5 and 8, which are contained below.

Item 5. *Interests of Named Experts and Counsel.*

Paul M. Antinori, the registrant's senior vice president and general counsel, has opined as to the legality of the securities being offered by this registration statement. As of August 31, 2009, Mr. Antinori owned (i) options to purchase an aggregate of 301,223 shares of the registrant's common stock granted under the registrant's 1998 Stock Incentive Plan, 2001 Non-Officer, Non-Director Employee Stock Incentive Plan and 2004 Stock Incentive Plan, (ii) 17,627 shares of the registrant's common stock granted under the registrant's 2004 Stock Incentive Plan and (iii) 2,323 shares of common stock purchased under the registrant's 2000 Employee Stock Purchase Plan.

Item 8. *Exhibits.*

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

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Pursuant to the requirements of the Securities Act, 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 this 1st day of September, 2009.

THE MEDICINES COMPANY

By: /s/ Clive A. Meanwell
Clive A. Meanwell
Chairman and Chief Executive Officer

We, the undersigned officers and directors of The Medicines Company, hereby severally constitute and appoint Clive A. Meanwell, Glenn P. Sblendorio, John P. Kelley, 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, 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, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Clive A. Meanwell Clive A. Meanwell	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	September 1, 2009
/s/ Glenn P. Sblendorio Glenn P. Sblendorio	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	September 1, 2009
/s/ John P. Kelley John P. Kelley	President, Chief Operating Officer and Director	September 1, 2009
/s/ William W. Crouse William W. Crouse	Director	September 1, 2009
/s/ Robert J. Hugin Robert J. Hugin	Director	September 1, 2009
/s/ Armin M. Kessler	Director	September 1, 2009

Armin M. Kessler

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Signature	Title(s)	Date
/s/ Hiroaki Shigeta Hiroaki Shigeta	Director	September 1, 2009
/s/ Melvin K. Spigelman Melvin K. Spigelman	Director	September 1, 2009
/s/ Elizabeth H.S. Wyatt Elizabeth H.S. Wyatt	Director	September 1, 2009

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Exhibit Number	Document
5.1	Opinion of Paul M. Antinori, Esq., Senior Vice President and General Counsel
10.1	The Medicines Company 2000 Employee Stock Purchase Plan, as amended
23.1	Consent of Ernst & Young LLP
23.2	Consent of Paul M. Antinori, Esq., Senior Vice President and General Counsel (contained in Exhibit 5.1)
24.1	Power of Attorney (included in the signature page of this registration statement)