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MEDICINES CO /DE  
Form 10-K/A  
March 10, 2003

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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AMENDMENT NO. 1

TO

FORM 10-K/A

FOR ANNUAL AND TRANSITION REPORTS  
PURSUANT TO SECTIONS 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED: DECEMBER 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM                      TO                      .

COMMISSION FILE NUMBER 000-31191  
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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.)

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FIVE SYLVAN WAY, SUITE 200  
PARSIPPANY, NEW JERSEY  
(Address of principal executive offices)

07054  
(Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE:  
(973) 656-1616

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

COMMON STOCK, \$.001 PAR VALUE  
(TITLE OF EACH CLASS)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes  No

The aggregate market value of voting Common Stock held by non-affiliates of the registrant was approximately \$324,737,331 based on the last reported sale price of the Common Stock on the Nasdaq National Market on June 28, 2002.

Number of shares of the registrant's class of Common Stock outstanding as of February 28, 2003: 40,841,297.

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THE MEDICINES COMPANY

AMENDMENT NO. 1 TO

ANNUAL REPORT ON FORM 10-K/A

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002

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### EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K/A is being filed for the purposes of (i) amending the cover page to reflect the aggregate market value of voting common stock held by non-affiliates as of June 28, 2002 and (ii) amending and restating items 10, 12 and 13 of Part III to provide more current information regarding the registrant's directors and officers and regarding security ownership of the registrant's directors, officers and 5% stockholders, and to include disclosure of delinquent filers pursuant to Item 405 of Regulation S-K of the Security Act of 1933 and of a transaction between us and one of our 5% stockholders.

In connection with these amendments, the registrant is including the certifications required by 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as exhibits 99.4, 99.5 and 99.6. Item 15 of Part IV and the Exhibit Index are included in this Amendment No. 1 to Form 10K/A to reflect such certifications.

### PART III

#### ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Our executive officers, directors and key employees and their respective ages are as follows:

NAME ----	AGE ---	POSITION -----
Clive A. Meanwell, M.D., Ph.D.*.....	45	Executive Chairman and Chairman of the Board of Directors
David M. Stack*.....	51	Chief Executive Officer, President and Director
Steven H. Koehler, M.B.A.*.....	52	Vice President and Chief Financial Officer
Gary Dickinson.....	51	Vice President
Sonja Barton Loar, Pharm. D., M.M. ....	42	Vice President
Rick R. McClure, M.D. ....	43	Vice President
David C. Mitchell.....	49	Vice President
Stephanie Plent, M.D. ....	41	Vice President
John D. Richards, D.Phil.*.....	46	Vice President
Fred M. Ryan, M.B.A. ....	51	Vice President
Peter Teuber, Ph.D.*.....	44	Vice President
John W. Villiger, Ph.D. ....	47	Vice President
Leonard Bell, M.D. ....	44	Director

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Stewart J. Hen, M.B.A., M.S. ....	36	Director
M. Fazle Husain, M.B.A.(1).....	38	Director
T. Scott Johnson, M.D.(1).....	55	Director
Armin M. Kessler, Dh.c.(1)(2).....	64	Director
Nicholas J. Lowcock, M.B.A.(2).....	39	Director
James E. Thomas, M.Sc.(2).....	42	Director

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\* Executive Officer

(1) Member of Audit Committee

(2) Member of the Compensation Committee

Set forth below is certain information regarding the business experience during the past five years for each of the above-named persons.

Clive A. Meanwell, M.D., Ph.D. has been a director since the inception of our company in July 1996 and has served as our Executive Chairman since September 2001. From 1996 to September 2001, Dr. Meanwell served as our Chief Executive Officer and President. From 1995 to 1996, Dr. Meanwell was a Partner and Managing Director at MPM Capital L.P., a venture capital firm. From 1986 to 1995, Dr. Meanwell held various positions at Hoffmann-La Roche, Inc., a pharmaceutical company, including Senior Vice President from 1992 to 1995, Vice President from 1991 to 1992 and Director of Product Development from 1986 to 1991. Dr. Meanwell currently serves as a director of Endo Pharmaceuticals Inc. Dr. Meanwell received an M.D. and a Ph.D. from the University of Birmingham, United Kingdom.

David M. Stack has been our President and Chief Executive Officer and a director since September 2001. From April 1, 2000 to September 2001, Mr. Stack served as a Senior Vice President. From January 2000 to September 2001, Mr. Stack also served as President and General Partner of Stack Pharmaceuticals, Inc., a commercialization, marketing and strategy consulting firm serving healthcare companies, and, from January 2000 to December 2001, as a Senior Advisor to the Chief Executive Officer of Innovex Inc., a contract pharmaceutical organization. Mr. Stack served as President and General Manager of Innovex Inc. from May 1995 to December 1999. Mr. Stack currently serves as a director of BioImaging Technologies, Inc. Mr. Stack received a B.S. in biology from Siena College and a B.S. in pharmacy from Albany College of Pharmacy.

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Steven H. Koehler, M.B.A. has been our Vice President and Chief Financial Officer since April 2002. From March 2002 to April 2002, Mr. Koehler served as our Vice President, Finance and Business Administration. From July 2001 to March 2002, Mr. Koehler was Vice President, Finance and Chief Financial Officer of Vion Pharmaceuticals, Inc., a biotechnology company which develops cancer treatments. From April 1999 to July 2001, Mr. Koehler served as Vice President, Finance and Administration and as a member of the executive board of Knoll Pharmaceuticals, Inc., a wholly owned subsidiary of BASF Corporation, the U.S. subsidiary of a transnational chemical and life sciences company. From June 1997 to April 1999, Mr. Koehler was Vice President, Finance and Controlling for Knoll AG in Ludwigshafen, Germany, the former global pharmaceutical subsidiary of BASF AG. From November 1995 to June 1997, he served as Vice President, Value Based Management for Knoll AG. Mr. Koehler was Vice President, Finance and Treasurer for Boots Pharmaceuticals, Inc. from 1993 until its acquisition by Knoll in 1995. Mr. Koehler is a Certified Public Accountant. Mr. Koehler received a B.A. degree from Duke University and an M.B.A. degree from the Kellogg Graduate

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School of Management, Northwestern University.

Gary Dickinson has been a Vice President since April 2001 with a focus on human resources activities. From March 2000 to April 2001, Mr. Dickinson was the Vice President of Human Resources of Elementis Specialties, Inc., a specialty chemicals manufacturing firm. From January 1997 to April 2001, Mr. Dickinson was the Senior Director of Human Resources of Bristol-Myers Squibb Company, a pharmaceuticals firm. Mr. Dickinson holds a B.A. from the University of Sheffield, United Kingdom.

Sonja Barton Loar, Pharm. D., M.M., has been a Vice President since June 2000 with a focus on Regulatory Affairs. Dr. Loar joined us in June 2000 as the Senior Director of Regulatory Affairs. Prior to joining us, Dr. Loar spent eight years at Interneuron Pharmaceuticals, Inc., most recently as Vice President of Regulatory Affairs. Prior to this, Dr. Loar was in international regulatory affairs with Searle Pharmaceuticals Inc., a pharmaceutical company, and worked in clinical research at DuPont Critical Care. Dr. Loar holds a Doctor of Pharmacy from the University of Nebraska, after which she completed a two-year hospital pharmacy residency at the University of Kentucky. In addition, Dr. Loar holds a Masters of Management from the Kellogg Graduate School of Management, Northwestern University.

Rick R. McClure, M.D., has been a Vice President since March 2003 with a focus on endovascular medicine. Since October 1996, Dr. McClure has been the President and Managing Partner of Kentucky Cardiovascular Group, PSC, a partnership of doctors engaged in a general and invasive/interventional cardiology practice. From July 1991 to October 1996, Dr. McClure was a partner at Cardiovascular Consultants, PSC, a partnership of doctors engaged in a general and invasive/interventional cardiology practice. Dr. McClure received a Sc.A. and an M.D. from the University of Kentucky.

David C. Mitchell has been a Vice President since December 2000 with a focus on information technology and information systems. From February 1999 to December 2000, Mr. Mitchell was the Vice President of Information Technology for Innovex Americas, Inc., a subsidiary of Innovex Inc., a contract pharmaceutical company. From July 1997 to October 1998, Mr. Mitchell was Director of Information Technology at NBC Broadcasting. From 1985 to July 1997, Mr. Mitchell served as the Director of Information and Technology at the Walt Disney Company. Mr. Mitchell received a Bachelor of Music from Arizona State University.

Stephanie Plent, M.D., has been a Vice President since July 2002 with a focus on medical policy and economics. Dr. Plent joined us in July 2000. Prior to joining us, Dr. Plent spent six years as Medical Director for Disease Management, Aetna US Healthcare Inc., an insurance company, and before that as a consultant in the Health Care Practice at Arthur D. Little Inc., a consulting firm. Dr. Plent received her medical degree from the Royal Free Hospital School of Medicine, United Kingdom.

John D. Richards, D.Phil. joined us in October 1997 and has been a Vice President since 1999, with a focus on product manufacturing and quality. From 1993 until he joined us in October 1997, Dr. Richards was Director of Process Development and Manufacturing at Immulogic Pharmaceutical Corporation, a pharmaceutical company. From 1989 to 1993, Dr. Richards was a Technical Manager at Zeneca PLC, a pharmaceutical company, where he developed and implemented processes for the manufacture of peptides

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as pharmaceutical active intermediates. In 1986, Dr. Richards helped establish Cambridge Research Biochemicals, a manufacturer of peptide-based products for

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pharmaceutical and academic customers. Dr. Richards received an M.A. and a D.Phil. in organic chemistry from the University of Oxford, United Kingdom, and has carried out post-doctoral research work at the Medical Research Councils Laboratory of Molecular Biology in Cambridge, United Kingdom.

Fred M. Ryan, M.B.A. has been a Vice President since April 2000, with a focus on corporate strategic development, new product acquisitions and Angiomax commercial development. From April 2000 to September 2001, Mr. Ryan also served as a Partner and the Vice President of Business Development of Stack Pharmaceuticals, Inc. From July 1991 to April 2000, he held senior management positions with Novartis Pharmaceuticals Corporation, a pharmaceutical company, in the United States in the areas of Finance, Strategic Planning, Business Development and Marketing, serving from 1998 to April 2000 as Executive Director Mature Products responsible for managing sales and marketing activities for a portfolio of products having annual sales in excess of \$500 million. He received a B.S. and a B.A. degrees from Bryant College and his M.B.A. from Fairleigh Dickinson University.

Peter Teuber, Ph.D. has been a Vice President since June 2001 with a focus on product development. From February 1990 to May 2001, Dr. Teuber held positions at Roche Pharmaceuticals, Inc., a global pharmaceutical company, working on product development, strategic marketing and business development. He led the development and global marketing team working on XELODA(R), an oral treatment, from the product's first human trials through the initial New Drug Application filings, two supplemental filings and approval in the United States, Europe and over 70 other countries. In addition, at Roche Dr. Teuber acted as the head of project management and served as a member of the global regulatory management team. Dr. Teuber received a Ph.D., in Pharmacy from the University of Basel in Switzerland.

John W. Villiger, Ph.D. has been a Vice President since March 1997, with a focus on cardiovascular product development. From December 1986 until he joined us in March 1997, Dr. Villiger held various positions in product development at Hoffmann-La Roche, Inc., a global pharmaceutical company, including Head of Global Project Management from 1995 to 1996 and International Project Director from 1991 to 1995. As Head of Global Project Management, Dr. Villiger was responsible for overseeing the development of Hoffmann-LaRoche's pharmaceutical portfolio, with management responsibility for over 50 development programs. As International Project Director, Dr. Villiger was responsible for the global development of Tolcapone, also known as tasmar. Dr. Villiger received a Ph.D. in neuropharmacology from the University of Otago.

Leonard Bell, M.D. has been a director since May 2000. From January 1992 to March 2002, Dr. Bell served as the President and Chief Executive Officer, Secretary and Treasurer of Alexion Pharmaceuticals, Inc., a pharmaceutical company. Since March 2002, Dr. Bell has served as the Chief Executive Officer, Secretary and Treasurer of Alexion Pharmaceuticals, Inc. Since 1993, Dr. Bell has served as an Adjunct Assistant Professor of Medicine and Pathology at the Yale University School of Medicine. From 1991 to 1992, Dr. Bell was an Assistant Professor of Medicine and Pathology and co-Director of the Program in Vascular Biology at the Yale University School of Medicine. From 1990 to 1992, Dr. Bell was an attending physician at the Yale-New Haven Hospital and an Assistant Professor in the Department of Internal Medicine at the Yale University School of Medicine. Dr. Bell was the recipient of the Physician Scientist Award from the National Institutes of Health and Grant-in-Aid from the American Heart Association. Dr. Bell is the recipient of various honors and awards from academic and professional organizations and his work has resulted in more than 45 scientific publications, invited presentations and patent applications. Dr. Bell is an invited Member of the State of Connecticut Governor's Council on Economic Competitiveness and Technology and a director of Connecticut United for Research Excellence, Inc. He also served as a director of the Biotechnology Research and Development Corporation from 1993 to 1997. Dr. Bell currently also

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serves as a director of Alexion Pharmaceuticals, Inc. Dr. Bell received an A.B. from Brown University and an M.D. from the Yale University School of Medicine.

Stewart J. Hen, M.B.A., M.S. has been a director since February 2001. Since January 2003, Mr. Hen has been a Managing Director of Warburg Pincus LLC, a private equity investment firm. From May 2000

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to January 2003, Mr. Hen was a Vice President of Warburg Pincus LLC. Mr. Hen focuses on investments in the emerging life sciences area, including biotechnology, specialty pharmaceuticals, drug delivery and diagnostics. From 1996 to May 2000, Mr. Hen was a consultant at McKinsey & Company, a consulting firm, where he advised pharmaceutical and biotechnology companies on a range of strategic management issues. Mr. Hen served at Merck & Company, a pharmaceutical company, from 1991 to 1994 in manufacturing operations. Mr. Hen currently also serves as a director of Synaptic Pharmaceuticals Corp. Mr. Hen received a B.S. in chemical engineering from the University of Delaware, an M.S. in chemical engineering from the Massachusetts Institute of Technology and an M.B.A. from The Wharton School of the University of Pennsylvania.

M. Fazle Husain, M.B.A. has been a director since September 1998. Since 1987, Mr. Husain has been employed by Morgan Stanley & Co. Incorporated, an investment banking firm, and is currently a Managing Director. Mr. Husain is also a Managing Director of Morgan Stanley Venture Capital III, Inc. Mr. Husain focuses primarily on investments in the health care industry, including health care services, medical technology and health care information technology. He currently also serves as a director of Allscripts Healthcare Solutions, Inc., Healthstream, Inc., Cross Country, Inc. and several privately held companies. Mr. Husain received an Sc.B. degree in chemical engineering from Brown University and an M.B.A. from the Harvard Graduate School of Business Administration.

T. Scott Johnson, M.D. has been a director since September 1996. In July 1999, Dr. Johnson founded JSB Partners, L.P., an investment bank focusing on mergers and acquisitions, private financings and corporate alliances within the health care sector. From September 1991 to July 1999, Dr. Johnson served as a founder and managing director of MPM Capital, L.P., a venture capital firm. Dr. Johnson received both a B.S. and an M.D. from the University of Alabama.

Armin M. Kessler, Dh.c. has been a director since October 1998. Dr. Kessler joined us after a 35-year career in the pharmaceutical industry, which included senior management positions at Sandoz Pharma Ltd., Basel, Switzerland, United States and Japan (now Novartis Pharma AG) and, most recently, at Hoffmann-La Roche, Basel where he was Chief Operating Officer and Head of the Pharmaceutical Division until 1995. Dr. Kessler currently also serves as a director of Spectrum Pharmaceuticals, Inc. and Gen-Probe Incorporated. Dr. Kessler received degrees in physics and chemistry from the University of Pretoria, a degree in chemical engineering from the University of Cape Town, a law degree from Seton Hall and an honorary doctorate in business administration from the University of Pretoria.

Nicholas J. Lowcock, M.B.A. has been a director since December 2000, and he previously served as a director from September 1996 until December 1998. Mr. Lowcock has served as a Managing Director of Warburg Pincus LLC, a private equity investment firm, since January 2000. Since October 2002, Mr. Lowcock has also been a member of the Executive Management Group of Warburg Pincus LLC. Mr. Lowcock has been a member of Warburg Pincus LLC since 1994 and previously served as a Vice President. From 1992 to 1994, Mr. Lowcock was a consultant with the Boston Consulting Group. Mr. Lowcock currently also serves as a director of

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several privately held companies. Mr. Lowcock received a B.A. in Experimental Psychology from Oxford University and an M.B.A. from The Wharton School of the University of Pennsylvania.

James E. Thomas, M.Sc. has been a director since September 1996. Since March 2001, Mr. Thomas has served as Managing Partner of Thomas, McNerney & Partners, LLC, a health care private equity investment fund. From 1989 to June 2000, Mr. Thomas served in various capacities, including from 1994 to 2000, as a Partner and Managing Director, at E.M. Warburg, Pincus & Co., LLC, a private equity investment firm. From 1984 to 1989, Mr. Thomas was a Vice President of Goldman Sachs International, an investment banking firm, in London. Mr. Thomas currently also serves as a director of Transkaryotic Therapies, Inc. and Wright Medical Group. Mr. Thomas received a B.Sc. in finance and economics from The Wharton School of the University of Pennsylvania and an M.Sc. in economics from the London School of Economics.

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### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors, executive officers and holders of more than ten percent of our common stock to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities. Based solely on our review of copies of reports filed by the reporting persons furnished to us, or written representations from reporting persons, we believe that during 2002, the reporting persons complied with all Section 16(a) filing requirements, other than two late filings by each of Drs. Richards and Teuber, and one late filing by each of Messrs. Koehler and Stack and Dr. Meanwell.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table presents information we know regarding the beneficial ownership of our common stock as of February 28, 2003 for each person, entity or group of affiliated persons whom we know to beneficially own more than 5% of our common stock. The table also sets forth such information for our directors and named executive officers, individually, and our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. Except as indicated by footnote, to our knowledge, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them. Common stock purchase warrants and options to purchase shares of common stock that are exercisable within 60 days of February 28, 2003 are deemed to be beneficially owned by the person holding such options for the purpose of computing ownership of such person, but are not treated as outstanding for the purpose of computing the ownership of any other person. Applicable percentage of beneficial ownership is based on 40,841,297 shares of common stock outstanding as of February 28, 2003.



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Unless otherwise indicated in the footnotes, the address of each of the individuals named below is: c/o The Medicines Company, Five Sylvan Way, Suite 200, Parsippany, New Jersey 07054.

BENEFICIAL OWNER:	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE BENEFICIALLY OWNED
Wellington Management Company, LLP(1)	5,357,240	13.1%
Biotech Growth N.V.(2)	3,656,425	8.8%
T. Rowe Price Associates, Inc.(3)	2,996,810	7.3%
Mutuelles AXA(4)	2,096,430	5.1%
QFinance, Inc.(5)	2,062,520	5.1%
Clive A. Meanwell(6)	627,990	1.5%
David M. Stack(7)	254,364	*
Steven H. Koehler(8)	60,334	*
John M. Nystrom(9)	2,205	*
John D. Richards(10)	28,852	*
Peter Teuber(11)	66,534	*
Leonard Bell(12)	15,647	*
Stewart J. Hen(13)	16,789	*
M. Fazle Husain(14)	120,113	*
T. Scott Johnson(15)	84,824	*
Armin M. Kessler(16)	91,311	*
Nicholas J. Lowcock(17)	17,623	*

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BENEFICIAL OWNER:	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE BENEFICIALLY OWNED
James E. Thomas(18)	67,847	*
All directors and executive officers as a group (12 persons)	1,451,273	3.5%

\* Represents beneficial ownership of less than 1%.

(1) Includes shares owned by various investors for which Wellington Management Company, LLP serves as investment advisor with shared power to direct investments and/or to vote the shares. The shares were acquired by Wellington Trust Company, NA, a wholly owned subsidiary of Wellington Management Company, LLP. The address of Wellington Trust Company, NA and Wellington Management Company, LLP is 75 State Street, Boston, Massachusetts 02109. This information is based on a Schedule 13G/A filed by

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Wellington Management Company, LLP with the SEC on February 12, 2003.

- (2) Consists of warrants to purchase 675,925 shares and 2,980,500 shares owned directly by Biotech Growth N.V. with respect to which BB Biotech AG and Biotech Growth N.V. share voting and dispositive power. Biotech Growth N.V. is a wholly owned subsidiary of BB Biotech AG. The address of Biotech Growth N.V. is Calle 53, Urbanizacion Obarrio, Torre Swiss Bank, Piso 16, Panama City, Zona 1, Republic of Panama. This information is based on a Schedule 13G/A filed by BB Biotech AG on behalf of Biotech Growth N.V. with the SEC on February 14, 2003.
- (3) Includes shares owned by various individual and institutional investors for which T. Rowe Price Associates, Inc. serves as investment advisor with power to direct investments and/or sole power to vote the shares. For purposes of the reporting requirements of the Securities Exchange Act of 1934, T. Rowe Price Associates, Inc. is deemed to be a beneficial owner of such shares; however, T. Rowe Price Associates, Inc. expressly disclaims that it is, in fact, the beneficial owner of such shares. The address of T. Rowe Price Associates, Inc. is 100 E. Pratt Street, Baltimore, Maryland 21202. This information is based on a Schedule 13G/A filed by T. Rowe Price Associates, Inc. with the SEC on February 4, 2003.
- (4) Includes 8,000 shares owned directly by AXA Rosenberg Investment Management LLC, a wholly owned subsidiary of AXA, 1,977,330 shares held by Alliance Capital Management L.P., a majority owned subsidiary of AXA Financial, Inc., on behalf of unaffiliated third-party client discretionary investment advisory accounts and 111,100 shares owned by The Equitable Life Assurance Society of the United States, a wholly owned subsidiary of AXA Financial, Inc. Mutelles AXA, a group of companies consisting of AXA Conseil Vie Assurance Mutuelle, AXA Assurances I.A.R.D. Mutuelle, AXA Assurance Vie Mutuelle and AXA Courtage Assurance Mutuelle, is the parent holding company of AXA. AXA is the parent holding company of AXA Financial, Inc. For purposes of the reporting requirements of the Securities Exchange Act of 1934, as amended, Mutelles AXA (and each company of the group thereof) and AXA are deemed to be beneficial owners of such shares; however, each expressly disclaims that it is, in fact, the beneficial owner of such shares. The address of AXA Conseil Vie Assurance Mutuelle, AXA Assurances I.A.R.D. Mutuelle and AXA Assurance Vie Mutuelle is 370, rue Saint Honore, 75001 Paris, France. The address of AXA Courtage Assurance Mutuelle is 26, rue Louis le Grand, 75002 Paris, France. The address of AXA is 25, avenue Matignon, 75008 Paris, France. The address of AXA Financial, Inc. is 1290 Avenue of the Americas, New York, New York 10104. This information is based on a Schedule 13G filed by AXA Conseil Vie Assurance Mutuelle, AXA Assurances I.A.R.D. Mutuelle, AXA Assurance Vie Mutuelle, AXA Courtage Assurance Mutuelle, AXA and AXA Financial, Inc. with the SEC on February 12, 2003.
- (5) Consists of shares owned directly by QFinance, Inc. with respect to which Quintiles Transnational Corp. and QFinance, Inc. share voting and dispositive power. QFinance, Inc. is a wholly owned subsidiary of Quintiles Transnational Corp. The address of QFinance, Inc. is c/o Quintiles Transnational Corp., 4709 Creekstone Drive, Suite 200, Durham, North Carolina 27703. This information is based on a Schedule 13G/A filed by Quintiles Transnational Corp. and QFinance, Inc. with the SEC on February 14, 2003.
- (6) Includes warrants to purchase 59,143 shares and options to purchase 366,261 shares. Excludes 350,000 shares subject to a pre-paid variable forward sales contract, pursuant to which Dr. Meanwell pledged 350,000 shares to secure a future obligation to deliver a maximum of 350,000 shares in February 2006.

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(7) Includes options to purchase 249,364 shares.

(8) Includes options to purchase 58,334 shares.

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(9) Includes 1,100 shares held by one of Dr. Nystrom's children. Dr. Nystrom disclaims beneficial ownership of the shares held by his child.

(10) Includes options to purchase 21,752 shares.

(11) Includes options to purchase 66,459 shares.

(12) Consists of options to purchase 15,647 shares. The address of Dr. Bell is c/o Alexion Pharmaceuticals, Inc., 352 Knotter Drive, Chesire, Connecticut 06410.

(13) Consists of options to purchase 15,834 shares held by Mr. Hen and 955 shares held by Warburg, Pincus Ventures, L.P. Warburg, Pincus & Co. is the sole general partner of Warburg, Pincus Ventures, L.P. Warburg, Pincus Ventures, L.P. is managed by Warburg Pincus LLC. Mr. Hen is a member of Warburg Pincus LLC and a general partner of Warburg, Pincus & Co. Mr. Hen may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934, as amended) in an indeterminate portion of the shares beneficially owned by Warburg, Pincus Ventures, L.P. Mr. Hen disclaims beneficial ownership of all of the shares owned by the Warburg Pincus entities. The address of Mr. Hen is c/o Warburg Pincus LLC, 466 Lexington Avenue, New York, NY 10017.

(14) Includes options to purchase 5,001 shares held by Mr. Husain, 93,767 shares held by Morgan Stanley Venture Partners III, L.P., 8,983 shares held by Morgan Stanley Venture Investors III, L.P., and 4,102 shares held by The Morgan Stanley Venture Partners Entrepreneur Fund, L.P. Mr. Husain is a managing member of Morgan Stanley Venture Partners III, L.L.C., which is the general partner of each of the Morgan Stanley funds described above. Mr. Husain disclaims such beneficial ownership except to the extent of his pecuniary interest therein.

(15) Includes 5,000 shares held by Dr. Johnson as trustee, warrants to purchase 13,744 shares held by Dr. Johnson and options to purchase 5,001 shares held by Dr. Johnson. The address of Dr. Johnson is c/o JSB Partners, Damonmill Square 6A, Concord, Massachusetts 01742.

(16) Includes 3,000 shares held by Dr. Kessler's wife, warrants to purchase 33,796 shares held by Dr. Kessler and options to purchase 19,601 shares

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held by Dr. Kessler.

(17) Consists of options to purchase 16,668 shares held by Mr. Lowcock and 955 shares held by Warburg, Pincus Ventures, L.P. Warburg, Pincus & Co. is the sole general partner of Warburg, Pincus Ventures, L.P. Warburg, Pincus Ventures, L.P. is managed by Warburg Pincus LLC. Mr. Lowcock is a member of Warburg Pincus LLC and a general partner of Warburg, Pincus & Co. Mr. Lowcock may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934, as amended) in an indeterminate portion of the shares beneficially owned by Warburg, Pincus Ventures, L.P. Mr. Lowcock disclaims beneficial ownership of all of the shares owned by the Warburg Pincus entities. The address of Mr. Lowcock is c/o Warburg Pincus LLC, 466 Lexington Avenue, New York, NY 10017.

(18) Includes options to purchase 15,647 shares. The address of Mr. Thomas is Woods End Road, New Canaan, Connecticut 06840.

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### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of December 31, 2002 about the securities authorized for issuance under our equity compensation plans, consisting of our 2001 Plan, our 2000 Plan, our 1998 stock incentive plan, as amended, and our employee stock purchase plan.

#### EQUITY COMPENSATION PLAN INFORMATION

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS	NUMBER OF REMAINING FOR FUTURE UNDER COMPENSAT (EXCLUDING REFLECTED IN
-----	-----	-----	-----
	(A)	(B)	(C)
Equity compensation plans approved by security holders.....	3,918,726	\$12.06	1,581
Equity compensation plans not approved by security holders.....	919,931	\$ 9.51	252
	-----	-----	-----
Total.....	4,838,657	\$11.57	1,834

#### 2001 NON-OFFICER, NON-DIRECTOR EMPLOYEE STOCK INCENTIVE PLAN

In May 2001, our board of directors approved the 2001 Plan pursuant to which non-statutory stock options for up to 1,250,000 shares of common stock were authorized to be issued to our employees, consultants and advisors and those of our subsidiaries. The 2001 Plan has not been approved by our stockholders.

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Our board is authorized to administer the 2001 Plan, to adopt, amend and repeal the administrative rules, guidelines and practices relating to the 2001 Plan and to interpret the provisions of the 2001 Plan. Our board may amend, suspend or terminate the 2001 Plan at any time. In accordance with the provisions of the 2001 Plan, our board of directors may delegate any or all of its powers under the 2001 Plan to one or more committees or subcommittees of the board.

Our board selects the recipients of awards under the 2001 Plan and determines:

- the number of shares of common stock covered by such awards;
- the dates upon which such awards become exercisable;
- the exercise price of options; and
- the duration of the options.

If any award granted under the 2001 Plan expires or is terminated, surrendered, canceled or forfeited, the unused shares of common stock covered by such option or other award will again be available for grant under the 2001 Plan.

Our board is required to make appropriate adjustments in connection with the 2001 Plan to reflect any stock split, reverse stock split, stock dividend, recapitalization, combination of shares, reclassification of shares, spin-off or other similar event to the extent that the board determines, in good faith, that such an adjustment is necessary and appropriate. Upon the occurrence of an acquisition event, as defined in the 2001 Plan, the 2001 Plan requires our board to take one or more of the following actions with respect to any then outstanding options and other awards:

- provide that each outstanding option or award will be assumed, or an equivalent option or award will be substituted by, the successor entity or an affiliate of the successor entity;

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- provide that all outstanding options become exercisable in full for a specified period of time before such acquisition event takes place, even if such options would not have been exercisable otherwise; and
- if the acquisition event involves a cash payment to holders of common stock in exchange for their shares of common stock, provide for the termination of all outstanding options and provide for a cash payment to each option holder equal to the amount by which (1) the cash payment per share of common stock paid the holders of common stock multiplied by the number of shares of common stock subject to such outstanding option (whether or not exercisable), exceeds (2) the total exercise price of such options.

Upon the occurrence of a change in control, as defined in the 2001 Plan, that is not an acquisition event, each option shall become immediately exercisable in full if, on or prior to the first anniversary of the date of the change in control event, a termination event, as defined in the 2001 Plan, occurs, provided that the parties involved in the change of control have not explicitly agreed to the contrary.

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### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In August 1996, we entered into a strategic alliance with PharmaBio Development Inc., a wholly owned subsidiary of Quintiles Transnational Corporation and an affiliate of QFinance, Inc., one of our 5% stockholders. Under the terms of the strategic alliance agreement, PharmaBio and any of its affiliates who work on our projects will, at no cost to us, review and evaluate, jointly with us, development programs we design related to potential or actual product acquisitions. The purpose of this collaboration is to optimize the duration, cost, specifications and quality aspects of such programs. PharmaBio and its affiliates have also agreed to perform other services with respect to our products, including clinical and non-clinical development services, project management, project implementation, pharmacoeconomic services, regulatory affairs and post marketing surveillance services and statistical programming, data processing and data management services pursuant to work orders agreed to by us and PharmaBio from time to time. During 2002, we paid PharmaBio \$1.1 million for services rendered under this agreement.

### PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENTS AND REPORTS ON FORM 8-K

(a) Documents filed as part of this Report:

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(1) Financial Statements. The Consolidated Financial Statements were included as Appendix A and were filed as part of the Annual Report on Form 10-K. The Consolidated Financial Statements included:

	PAGE
	----
1. Report of Independent Auditors.....	F-2
2. Consolidated Balance Sheets.....	F-3
3. Consolidated Statements of Operations.....	F-4
4. Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit).....	F-5
5. Consolidated Statements of Cash Flows.....	F-7
6. Notes to Consolidated Financial Statements.....	F-8

(2) Exhibits. The exhibits set forth on the Exhibit Index following the signature page to this Report are filed as part of this Report. This list of exhibits identifies each management contract or compensatory plan or arrangement required to be filed as an exhibit to this Report.

(b) Reports on Form 8-K:

On October 25, 2002, we filed a current report on Form 8-K, dated October 22, 2002, with the SEC in connection with our announcement of

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financial results for the quarter and nine-month period ended September 30, 2002.

On November 27, 2002, we filed a current report on Form 8-K, dated November 21, 2002, with the SEC in connection with a trading plan pursuant to Rule 10b5-1 under the Exchange Act entered into by our President and Chief Executive Officer, David Stack, and a pre-paid variable forward sales contract entered into by our Executive Chairman, Clive Meanwell.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized, on March 7, 2003.

THE MEDICINES COMPANY

By: /s/ CLIVE A. MEANWELL

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Clive A. Meanwell

Executive Chairman

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CERTIFICATIONS

I, Clive A. Meanwell, certify that:

1. I have reviewed this annual report on Form 10-K/A of The Medicines Company; and

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

/s/ CLIVE A. MEANWELL

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Clive A. Meanwell  
Executive Chairman

Dated: March 7, 2003

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I, David M. Stack, certify that:

1. I have reviewed this annual report on Form 10-K/A of The Medicines Company; and

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

/s/ DAVID M. STACK

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David M. Stack  
President and Chief Executive Officer

Dated: March 7, 2003

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I, Steven H. Koehler, certify that:

1. I have reviewed this annual report on Form 10-K/A of The Medicines Company; and

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

/s/ STEVEN H. KOEHLER

-----  
Steven H. Koehler  
Chief Financial Officer

Dated: March 7, 2003

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INDEX TO EXHIBITS



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NUMBER -----	DESCRIPTION -----
3.1(1)	Third Amended and Restated Certificate of Incorporation of the registrant
3.2(5)	Amended and Restated By-laws of the registrant, as amended
4.1(1)	Form of Common Stock Purchase Warrant dated October 19, 1999
4.2(1)	Form of Common Stock Purchase Warrant dated March 2, 2000
10.1(1)	1998 Stock Incentive Plan, as amended
10.2(5)	2000 Employee Stock Purchase Plan, as amended
10.3(2) *	2000 Outside Director Stock Option Plan
10.4(6)	2001 Non-Officer, Non-Director Employee Stock Incentive Plan
10.4(1)	Amended and Restated Registration Rights Agreement, dated as of August 12, 1998, as amended, by and among the registrant and the other parties thereto
10.6(1)+	Chemilog Development and Supply Agreement, dated as of December 20, 1999, by and between the registrant and UCB Bioproducts S.A.
10.7(1)+	License Agreement, dated as of June 6, 1990, by and between Biogen, Inc. and Health Research, Inc., as assigned to the registrant
10.8(1)+	License Agreement dated March 21, 1997, by and between the registrant and Biogen, Inc.
10.9(1)+	Development and Commercialization Agreement, dated August 16, 1999, by and between the registrant and GyneLogix, Inc.
10.10(4)	Termination Agreement, dated November 1, 2001, by and between the Registrant and Stack Pharmaceuticals, Inc. relating to the Services Agreement dated April 1, 2000, as amended
10.11(3)	Form of Stock Purchase Agreement dated May 11, 2001 between the registrant and the selling stockholders party thereto
10.12(1) *	Employment agreement dated September 5, 1996 by and between the registrant and Clive Meanwell
10.15(2) *	Employment Agreement dated October 16, 1997 by and between the registrant and John D. Richards
10.18(4) *	Amended and Restated Employment Agreement, dated November 1, 2001, by and between the Registrant and David M. Stack
10.19(1)	Lease for One Cambridge Center dated March 15, 1997 by and between Boston Properties, Inc. and the registrant, as amended
10.20(2)	Lease for Five Sylvan Way dated August 15, 2000, by and between the registrant and Mack-Cali Morris Realty LLC
10.21(4)	Assignment and Assumption of Lease, dated October 18, 2001, by and between the Registrant and Stack Pharmaceuticals, Inc.
10.22(7)	Lease for 8 Campus Drive dated September 30, 2002 by and between Sylvan/Campus Realty L.L.C. and the registrant
21(2)	Subsidiaries of the registrant
23(7)	Consent of Ernst & Young LLP, Independent Auditors
99.1(7)	Executive Chairman -- Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

NUMBER -----	DESCRIPTION -----
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- 99.2(7) Chief Executive Officer -- Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 99.3(7) Chief Financial Officer -- Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 99.4 Executive Chairman -- Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 99.5 Chief Executive Officer -- Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 99.6 Chief Financial Officer -- Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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\* Management contract or compensatory plan or arrangement filed as an exhibit to this form pursuant to Items 15(a) and 15(c) of Form 10-K

+ Confidential treatment was granted for certain portions of this Exhibit pursuant to Rule 406 promulgated under the Securities Act

- (1) Incorporated by reference to the exhibits to the registration statement on Form S-1 (registration no. 333-37404)
- (2) Incorporated by reference to the exhibits to the registration statement on Form S-1 (registration no. 333-53280)
- (3) Incorporated by reference to the exhibits to the registration statement on Form S-1 (registration no. 333-61430)
- (4) Incorporated by reference to the exhibits to the registrant's quarterly report on Form 10-Q for the quarter ended September 30, 2001
- (5) Incorporated by reference to the exhibits to the registrant's annual report on Form 10-K for the fiscal year ended December 31, 2001
- (6) Incorporated by reference to the exhibits to the registration statement on Form S-8 (registration no. 333-74612)
- (7) Previously filed