

MEDICINES CO /DE
Form 8-K
June 01, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **May 26, 2005**

The Medicines Company

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-31191
(Commission
File Number)

04-3324394
(IRS Employer
Identification No.)

8 Campus Drive
Parsippany, New Jersey
(Address of Principal Executive Offices)

07054
(Zip Code)

Registrant's telephone number, including area code: **(973) 656-1616**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 25, 2005, the stockholders of The Medicines Company (the Company) approved an amendment to the Company s Third Amended and Restated Certificate of Incorporation. A Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation (the Certificate of Amendment) was filed with the Secretary of State of the State of Delaware on May 26, 2005. The Certificate of Amendment increases the number of shares of common stock authorized for issuance from 75,000,000 to 125,000,000. A copy of the Certificate of Amendment is filed as Exhibit 3.1 to this report and is incorporated by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

3.1 Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation of The Medicines Company

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE MEDICINES COMPANY

Date: June 1, 2005

By: /s/ Steven H. Koehler
Steven H. Koehler
Senior Vice President and Chief Financial Officer

Exhibit Index

Exhibit No.	Description
3.1	Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation of The Medicines Company