

MEDICINES CO /DE
Form 8-K/A
May 12, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549**

**FORM 8-K/A
(Amendment No. 1)
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of report (Date of earliest event reported): February 25, 2009
The Medicines Company**

(Exact Name of Registrant as Specified in Charter)

Delaware

000-31191

04-3324394

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

**8 Sylvan Way
Parsippany, New Jersey**

07054

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(973) 290-6000**

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

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 9.01 Financial Statements and Exhibits

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On March 2, 2009, The Medicines Company (MDCO) filed a Current Report on Form 8-K (the Initial Form 8-K) reporting the completion of its acquisition of Targanta Therapeutics Corporation (Targanta). This amendment to the Initial Form 8-K amends and supplements the Initial Form 8-K to provide the required financial statements and pro forma financial information that were not filed with the Initial Form 8-K and that are permitted to be filed by this amendment.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The audited financial statements of Targanta as of and for the twelve months ended December 31, 2008 and accompanying notes, as required by this Item 9.01(a), are attached as Exhibit 99.4 hereto and incorporated herein by reference. The audited financial statements of Targanta as of and for the years ended December 31, 2007 and 2006 are also included in Exhibit 99.4 and are incorporated by reference from Targanta s Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the Securities and Exchange Commission on March 27, 2008.

(b) Pro Forma Financial Information

The unaudited pro forma condensed combined consolidated financial statements describing the pro forma effect of the acquisition of Targanta by MDCO on MDCO s (i) unaudited balance sheet as of December 31, 2008 and (ii) unaudited statements of operations for the year ended December 31, 2008, are attached hereto as Exhibit 99.5 and are incorporated herein by reference.

(d) Exhibits

- 2.1(1) Agreement and Plan of Merger among MDCO, Boxford Subsidiary Corporation and Targanta, dated as of January 12, 2009
- 23.1 Consent of Independent Registered Public Accounting Firm
- 99.1(2) Contingent Payment Rights Agreement dated February 25, 2009 between MDCO and American Stock Transfer & Trust Company
- 99.2(3) Press Release dated February 25, 2009, announcing completion of the offer
- 99.3(4) Press Release dated February 26, 2009, announcing completion of the acquisition
- 99.4(5) Audited financial statements of Targanta as of December 31, 2008 and 2007 and for the years ended December 31, 2008, 2007 and 2006 and for the period from May 20, 1997 (date of inception) through December 31, 2008
- 99.5 Unaudited pro forma condensed combined consolidated financial statements of MDCO as of and for the year ended December 31, 2008

(1) Filed with the Securities and Exchange Commission on January 14, 2009 as Exhibit 2.1 to MDCO s current report on Form 8-K and

incorporated
herein by
reference

(2) Filed with the
Securities and
Exchange
Commission on
March 2, 2009
as Exhibit 99.1
to MDCO s
current report
on Form 8-K
and
incorporated
herein by
reference

(3) Filed with the
Securities and
Exchange
Commission on
February 25,
2009 as Exhibit
(a)(5)(L) to
MDCO s
Schedule TO
(Amendment
No. 5) and
incorporated
herein by
reference

(4) Filed with the
Securities and
Exchange
Commission on
March 2, 2009
as Exhibit 99.4
to MDCO s
current report
on Form 8-K
and
incorporated
herein by
reference

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- (5) The audited financial statements of Targanta as of and for the years ended December 31, 2007 and 2006 are incorporated by reference from Targanta's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, filed with the Securities and Exchange Commission on March 27, 2008 (File no. 001-33730)
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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: May 12, 2009

By: /s/ Paul M. Antinori
Paul M. Antinori
Senior Vice President and General
Counsel

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Exhibit Index

Exhibit No.	Description
2.1(1)	Agreement and Plan of Merger among MDCO, Boxford Subsidiary Corporation and Targanta, dated as of January 12, 2009
23.1	Consent of Independent Registered Public Accounting Firm
99.1(2)	Contingent Payment Rights Agreement dated February 25, 2009 between MDCO and American Stock Transfer & Trust Company
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99.5	Unaudited pro forma condensed combined consolidated financial statements of MDCO as of and for the year ended December 31, 2008
(1)	Filed with the Securities and Exchange Commission on January 14, 2009 as Exhibit 2.1 to MDCO's current report on Form 8-K and incorporated herein by reference
(2)	Filed with the Securities and Exchange Commission on March 2, 2009 as Exhibit 99.1 to MDCO's current report on Form 8-K and incorporated herein by reference

reference

- (3) Filed with the Securities and Exchange Commission on February 25, 2009 as Exhibit (a)(5)(L) to MDCO's Schedule TO (Amendment No. 5) and incorporated herein by reference
- (4) Filed with the Securities and Exchange Commission on March 2, 2009 as Exhibit 99.4 to MDCO's current report on Form 8-K and incorporated herein by reference
- (5) The audited financial statements of Targanta as of and for the years ended December 31, 2007 and 2006 are incorporated by reference from Targanta's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, filed with the Securities and Exchange Commission on

March 27, 2008
(File no.
001-33730)