

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

**SCHEDULE TO
(Amendment No. 4)**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

MOMENTA PHARMACEUTICALS, INC.
(Name of Subject Company)

VIGOR SUB, INC.
(Offeror)
A Wholly Owned Subsidiary of

JOHNSON & JOHNSON
(Parent of Offeror)
(Names of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE
(Title of Class of Securities)

60877T100
(CUSIP Number of Class of Securities)

Eric Jung
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, NJ 08933
(732) 524-0400

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

Robert I. Townsend, III
Damien R. Zoubek
Jenny Hochenberg
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825 Eighth Avenue
New York, NY 10019
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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$6,648,724,897.50	\$863,004.49***

* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding (a) 119,029,280 outstanding shares of common stock, par value \$0.0001 per share (the "Shares"), of Momenta Pharmaceuticals, Inc. ("Momenta") multiplied by \$52.50, the offer price per Share (the "Offer Price"), (b) 5,783,559 Shares issuable pursuant to outstanding stock options multiplied by the Offer Price, (c) 1,821,310 Shares subject to issuance upon settlement of outstanding restricted stock units multiplied by the Offer Price and (d) 8,230 Shares estimated to be subject to issuance pursuant to Momenta's 2004 Employee Stock Purchase Plan multiplied by the Offer Price. The calculation of the filing fee is based on information provided by Momenta as of August 21, 2020.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2020, by multiplying the transaction valuation by 0.0001298.

*** Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$863,004.49
Form or Registration No.: Schedule TO

Filing Party: Johnson & Johnson and Vigor Sub, Inc.
Date Filed: September 2, 2020

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 4 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO (as amended and together with any subsequent amendments and supplements thereto, the “Schedule TO”), filed with the U.S. Securities and Exchange Commission (“SEC”) on September 2, 2020, by Vigor Sub, Inc., a Delaware corporation (“Purchaser”) and a wholly owned subsidiary of Johnson & Johnson, a New Jersey corporation (“Johnson & Johnson”), and Johnson & Johnson. The Schedule TO relates to the tender offer by Purchaser for all of the outstanding shares of common stock, par value \$0.0001 per share (the “Shares”), of Momenta Pharmaceuticals, Inc., a Delaware corporation (“Momenta”), at a price of \$52.50 per Share, net to the seller in cash, without interest and less any required withholding taxes (the “Offer Price”), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated as of September 2, 2020 (together with any amendments and supplements thereto, the “Offer to Purchase”), and in the related Letter of Transmittal (together with any amendments and supplements thereto, the “Letter of Transmittal”), copies of which are attached to the Schedule TO as exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except to the extent specifically provided in this Amendment, the information set forth in the Schedule TO remains unchanged. This Amendment is being filed to reflect certain updates as reflected below.

Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

Items 1 through 9 and Item 11.

Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented to include the following:

“The Offer and withdrawal rights expired as scheduled at 12:00 midnight, New York City time, at the end of the day on September 30, 2020. The Depository has advised Purchaser that, as of the Expiration Time, 100,595,118 Shares were validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 79.4 percent of then outstanding Shares on a fully-diluted basis. As a result, the Minimum Condition has been satisfied. In addition, the Depository has advised Purchaser that, as of the Expiration Time, Notices of Guaranteed Delivery had been received for 5,761,554 Shares, representing approximately 4.5 percent of then outstanding Shares on a fully-diluted basis. As the Minimum Condition and each of the other Offer Conditions have been satisfied, Purchaser has accepted for payment all Shares that were validly tendered and not validly withdrawn pursuant to the Offer.

Following the expiration of the Offer and acceptance for payment of the Shares validly tendered and not validly withdrawn pursuant to the Offer, on October 1, 2020, Johnson & Johnson, Momenta and Purchaser consummated the Merger pursuant to the terms of the Merger Agreement in accordance with Section 251(h) of the DGCL, without a vote on the adoption of the Merger Agreement by Momenta stockholders, with the separate corporate existence of Purchaser ceasing and Momenta continuing as the surviving corporation in the Merger under the name “Momenta Pharmaceuticals, Inc.”, thereby becoming a wholly owned subsidiary of Johnson & Johnson.

At the Effective Time, each Share outstanding immediately prior to the Effective Time (other than (a) Shares owned by Johnson & Johnson, Purchaser, Momenta, or by any of their direct or indirect wholly owned subsidiaries, in each case at the commencement of the Offer and immediately prior to the Effective Time, (b) Shares irrevocably accepted for purchase pursuant to the Offer or (c) Shares owned by any stockholders who have properly and validly demanded their appraisal rights in compliance with Section 262 of the DGCL) was converted into the right to receive the Offer Price, without interest and less any required withholding taxes. The Shares will be delisted from the Nasdaq Global Select Market and will be deregistered under the Exchange Act.

On October 1, 2020, Johnson & Johnson issued a press release announcing the expiration and results of the Offer and the consummation of the Merger and Momenta issued a press release announcing the consummation of the Merger. The press releases of Johnson & Johnson and Momenta announcing the expiration and results of the Offer and the consummation of the Merger are attached as Exhibit (a)(5)(E) and Exhibit (a)(5)(F) hereto, respectively, and are incorporated herein by reference.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

Exhibit No.	Description
(a)(5)(E)	Press Release, dated October 1, 2020.*
(a)(5)(F)	Press Release issued by Momenta, dated October 1, 2020, incorporated herein by reference to Exhibit (a)(5)(O) of the Schedule 14D9/A filed by Momenta with the SEC on October 1, 2020.

* Filed herewith.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

JOHNSON & JOHNSON

By /s/ Eric Jung

Name: Eric Jung

Title: Assistant Secretary

Date: October 1, 2020

VIGOR SUB, INC.

By /s/ Susan Hohenleitner

Name: Susan Hohenleitner

Title: President and Chief Executive Officer

Date: October 1, 2020

News Release

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**Johnson & Johnson Completes Acquisition of
Momenta Pharmaceuticals, Inc.**

*Acquisition broadens Janssen's leadership in autoimmune diseases and provides a
major catalyst for sustained growth*

NEW BRUNSWICK, N.J., October 1, 2020 — Johnson & Johnson (NYSE: JNJ) today announced it has successfully completed its acquisition of Momenta Pharmaceuticals, Inc. ("Momenta"), a company that discovers and develops novel therapies for immune-mediated diseases, in an all cash transaction for approximately \$6.5 billion.

"We're delighted to welcome Momenta's talented team to the Janssen Pharmaceutical Companies of Johnson & Johnson and to begin our work together to further advance patient care in autoantibody-driven diseases," said Jennifer Taubert, Executive Vice President, Worldwide Chairman, Pharmaceuticals, Johnson & Johnson. "We anticipate multiple launches, many of which would be first-in-class indications in rare diseases and areas of significant unmet need."

Johnson & Johnson's tender offer for all outstanding shares of Momenta for \$52.50 per share expired at 12:00 a.m. (midnight), New York City time, at the end of the day on September 30, 2020. American Stock Transfer & Trust Company, LLC, the depositary and paying agent for the tender offer, has advised Johnson & Johnson that approximately 100,595,118 shares of Momenta's common stock were validly tendered and not validly withdrawn in the tender offer, representing approximately 79.4% of the outstanding shares of Momenta's common stock on a fully diluted basis. All of the conditions to the tender offer have been satisfied, and on October 1, 2020, Vigor Sub, Inc. ("Vigor"), a wholly-owned subsidiary of Johnson & Johnson, accepted for payment, and will as promptly as practicable pay for, all shares validly tendered and not properly withdrawn in the tender offer.

The acquisition was completed on October 1, 2020 through a merger of Vigor with and into Momenta in accordance with Section 251(h) of the General Corporation Law of the State of Delaware without a vote of Momenta's stockholders. Momenta now operates as a wholly-owned subsidiary of Johnson & Johnson. In connection with the merger, shares of Momenta that were not tendered in the tender offer were acquired by Johnson & Johnson and converted into the right to receive \$52.50 per share. As a result of the completion of the merger, Momenta's common stock will be delisted from the NASDAQ Global Select Market.



“The Momenta team has made excellent progress in developing its medicines for rare diseases, and we look forward to combining our expertise and resources with theirs to increase that scope,” said Mathai Mammen, M.D., Ph.D., Global Head of Janssen Research & Development, Johnson & Johnson. “Our immunology pathways strategy creates an opportunity to create a ‘pipeline in a pathway,’ with multiple potential indications across autoimmune diseases with substantial unmet medical need in maternal-fetal disorders, neuroimmune disorders, rheumatology, dermatology and autoimmune hematology.”

About Johnson & Johnson

At Johnson & Johnson, we believe good health is the foundation of vibrant lives, thriving communities and forward progress. That’s why for more than 130 years, we have aimed to keep people well at every age and every stage of life. Today, as the world’s largest and most broadly-based health care company, we are committed to using our reach and size for good. We strive to improve access and affordability, create healthier communities, and put a healthy mind, body and environment within reach of everyone, everywhere. We are blending our heart, science and ingenuity to profoundly change the trajectory of health for humanity. Learn more at www.jnj.com. Follow us at [@JNJNews](https://twitter.com/JNJNews).

About the Janssen Pharmaceutical Companies of Johnson & Johnson

At Janssen, we’re creating a future where disease is a thing of the past. We’re the Pharmaceutical Companies of Johnson & Johnson, working tirelessly to make that future a reality for patients everywhere by fighting sickness with science, improving access with ingenuity and healing hopelessness with heart. We focus on areas of medicine where we can make the biggest difference: Cardiovascular & Metabolism, Immunology, Infectious Diseases & Vaccines, Neuroscience, Oncology and Pulmonary Hypertension.

Learn more at www.janssen.com. Follow us at <https://twitter.com/JanssenGlobal> or [www.twitter.com/JanssenUS](https://twitter.com/JanssenUS). Janssen Research & Development, LLC is one of the Janssen Pharmaceutical Companies of Johnson & Johnson.

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Cautions Concerning Forward-Looking Statements

This press release contains “forward-looking statements” regarding the acquisition of Momenta. The reader is cautioned not to rely on these forward-looking statements. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from the expectations and projections of Johnson & Johnson. Risks and uncertainties include, but are not limited to: the potential that the expected benefits and opportunities of the acquisition may not be realized or may take longer to realize than expected; challenges inherent in new product research and development, especially at an early stage of the development program, including uncertainty of clinical success and obtaining regulatory approvals; uncertainty of commercial success for new products; manufacturing difficulties and delays; product efficacy or safety concerns resulting in product recalls or regulatory action; economic conditions, including currency exchange and interest rate fluctuations; the risks associated with global operations, including the impact of global public health crises and pandemics, such as the outbreak of the coronavirus (COVID-19), on Johnson & Johnson or Momenta and their customers and suppliers, including foreign governments in countries in which Johnson & Johnson or Momenta operates; competition, including technological advances, new products and patents attained by competitors; challenges to patents; changes to applicable laws and regulations, including tax laws and global health care reforms; adverse litigation or government action; changes in behavior and spending patterns or financial distress of purchasers of health care products and services; and trends toward health care cost containment. In addition, there will be risks and uncertainties related to the ability of the Johnson & Johnson family of companies to successfully integrate the products and employees/operations and clinical work of Momenta, as well as the ability to ensure continued performance or market growth of Momenta’s products. A further list and descriptions of these risks, uncertainties and other factors can be found in Johnson & Johnson’s Annual Report on Form 10-K for the fiscal year ended December 29, 2019, including in the sections captioned “Cautionary Note Regarding Forward-Looking Statements” and “Item 1A. Risk Factors,” and in the company’s most recently filed Quarterly Report on Form 10-Q, and the company’s subsequent filings with the Securities and Exchange Commission. Copies of these filings are available online at www.sec.gov, www.jnj.com or on request from Johnson & Johnson. Johnson & Johnson does not undertake to update any forward-looking statement as a result of new information or future events or developments.