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

SCHEDULE TO
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)

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

68077T100
(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
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, NY 10019
(212) 474-1000
(names, addresses and telephone numbers of persons authorized to receive notices and communications on behalf of filing persons)

CALCULATION OF FILING FEE

<table>
<thead>
<tr>
<th>Transaction Value</th>
<th>Amount of Filing Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A*</td>
</tr>
</tbody>
</table>

☐ A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of the tender offer.

☐ 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: N/A
Form or Registration No.: N/A
Date Filed: N/A

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

☐ Check the box if any part of the fee is paid solely in cash, as provided by Rule 0-11(a)(3)

☐ Check the 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(e) (Cross-Border Third-Party Tender Offer)
The tender offer described in this communication has not yet commenced, and this communication is neither an offer to purchase nor a solicitation of an offer to sell securities. At the time the tender offer is commenced, Parent will cause Purchaser to file a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission ("SEC"). Investors and Momenta security holders are strongly advised to read the tender offer statement (including an offer to purchase, letter of transmittal and related tender offer documents) that will be filed by Parent with the SEC and the related solicitation/recommendation statement on Schedule 14D-9 that will be filed by Momenta with the SEC, when they become available, because they will contain important information. These documents will be available at no charge on the SEC’s website at www.sec.gov. In addition, a copy of the offer to purchase, letter of transmittal and certain other related tender offer documents (once they become available) may be obtained free of charge by directing a request to Johnson & Johnson, Office of the Corporate Secretary, One Johnson & Johnson Plaza, New Brunswick, NJ 08933, Attn: Corporate Secretary’s Office. A copy of the solicitation/recommendation statement on Schedule 14D-9 (once it becomes available) also may be obtained free of charge from Momenta under the "Investors & News" section of Momenta's website at https://www.momentapharma.com/home/default.aspx.

Cautions Concerning Forward-Looking Statements

This press release contains "forward-looking statements" regarding the potential 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 Parent. Risks and uncertainties include, but are not limited to: the risk that the closing conditions for the acquisition will not be satisfied, including the risk that clearance under the Hart-Scott-Rodino Antitrust Improvements Act will not be obtained; uncertainty as to the percentage of Momenta stockholders that will support the proposed transaction and tender their shares in the offer; the possibility that the transaction will not be completed in the expected timeframe or at all; potential adverse effects to the businesses of Parent or Momenta during the pendency of the transaction, such as employee departures or distraction of management from business operations; the risk of stockholder litigation relating to the transaction, including resulting expense or delay; the potential that the expected benefits and opportunities of the acquisition, if completed, 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 Parent or Momenta and their customers and suppliers, including foreign governments in countries in which Parent or Momenta operates; competition, including technological advances, new products and patents attained by competitors; challenges in patents; changes in 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, if and when the transaction is consummated, there will be risks and uncertainties related to the ability of the Parent 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 Parent’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 SEC. Copies of these filings are available online at www.aec.gov, www.jnj.com or on request from Parent. Parent does not undertake to update any forward-looking statement as a result of new information or future events or developments.
<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>99.1</td>
<td>Presentation at Momenta Pharmaceuticals, Inc. Employee Meeting on August 20, 2020</td>
</tr>
</tbody>
</table>
Momenta and Johnson & Johnson… A Perfect Fit

August 20, 2020
We’re delighted to join you today

Jennifer Taubert
Executive Vice President
Worldwide Chairman,
Pharmaceuticals
Johnson & Johnson

Mathai Mammen
M.D., Ph.D.
Global Head,
Research & Development

David Lee
M.D., Ph.D.
Global Head, Immunology
Research & Development
Johnson & Johnson and Janssen at a Glance

- ~132,000 Employees Worldwide
- 230 Operating Companies Located in 60 Countries
- New Brunswick, NJ Global HQ
- 17 Manufacturing Sites
- 11,500+ Scientists, researchers & contributors
- 41,700 Employees
- 150+ Countries
- $8.8 billion Invested in global pharmaceutical research & development in 2019
Our Credo

We believe our first responsibility is to the patients, doctors and nurses, to mothers and fathers and all others who use our products and services. In meeting their needs, everything we do must be of high quality. We must constantly strive to provide value, reduce our costs and maintain reasonable prices. Customers' orders must be serviced promptly and accurately. Our business partners must have an opportunity to make a fair profit.

We are responsible to our employees who work with us throughout the world. We must provide an inclusive work environment where each person must be considered as an individual. We must respect their diversity and dignity and recognize their worth. They must have a sense of security, fulfillment and purpose in their jobs. Compensation must be fair and adequate and working conditions clean, orderly and safe. We must support the health and well being of our employees and help them fulfill their family and other personal responsibilities. Employees must feel free to make suggestions and complaints. There must be equal opportunity for employment, development and advancement for those qualified. We must provide highly capable leaders and their actions must be just and ethical.

We are responsible to the communities in which we live and work and to the world community as well. We must help people be healthier by supporting better access and care in more places around the world. We must be good citizens — support good works and charities, better health and education, and bear our fair share of taxes. We must maintain in good order the property we are privileged to use, protecting the environment and natural resources.

Our final responsibility is to our stockholders. Business must make a sound profit. We must experiment with new ideas. Research must be carried on, innovative programs developed, investments made for the future and mistakes paid for. New equipment must be purchased, new facilities provided and new products launched. Reserves must be created to provide for adverse times. When we operate according to these principles, the stockholders should realize a fair return.

Business Segments

- Consumer
- Pharmaceuticals
- Medical Devices
At Janssen, we’re creating a future where disease is a thing of the past.
We address human health through both a disease and a biological pathway framework.
Janssen is a contributor, partner and accelerator in the vibrant scientific ecosystem

140+
Active collaborations spanning discovery and development

External reach with a global network

<table>
<thead>
<tr>
<th>Global outreach:</th>
<th>640+</th>
<th>40+</th>
</tr>
</thead>
<tbody>
<tr>
<td>4 Innovation Centers, 13 JLABS, 2 JPODs</td>
<td>companies in JJI JLABS incubator community, including alumni and active residents</td>
<td>Investments by J&amp;J Development Corporation in 2019</td>
</tr>
</tbody>
</table>
Our Janssen Immunology vision: Restoring health for all patients with immune diseases

**Our mission:**
Driven by a relentless dissatisfaction with the status quo, we will redefine treatments for immune diseases by delivering transformational and accessible therapies and regimens to patients with autoimmune disease.

**Our approach:**
- Relentlessly focus on patient unmet needs
- Translate immune insights to treatments
- Restore immune balance
- Achieve remission

Johnson & Johnson
New immune pathways insights are unlocking a world of opportunity

- Auto-immune disease
- Neuro-inflammation
- Infectious diseases and vaccines
- Cardiovascular and metabolic disease
- Pulmonary arterial hypertension
- Oncology

Adaptive immunity
- Immune activation
- Counter-regulation
- Inflammation
- Pro-resolution

Innate immunity

Tissue mechanisms
Together, we can help millions more patients and families with devastating diseases.
Legal Notices

Cautions Concerning Forward-Looking Statements

This press release contains “forward-looking statements” regarding the potential 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 risk that the closing conditions for the acquisition will not be satisfied, including the risk that clearance under the Hart-Scott-Rodino Antitrust Improvements Act will not be obtained; uncertainty as to the percentage of Momenta stockholders that will support the proposed transaction and tender their shares in the offer; the possibility that the transaction will not be completed in the expected timeframe or at all; potential adverse effects to the businesses of Johnson & Johnson or Momenta during the pendency of the transaction, such as employee departures or distraction of management from business operations; the risk of stockholder litigation relating to the transaction, including resulting expense or delay; the potential that the expected benefits and opportunities of the acquisition, if completed, 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, if and when the transaction is consummated, 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.

Additional Information

The tender offer described in this communication has not yet commenced, and this communication is neither an offer to purchase nor a solicitation of an offer to sell securities. At the time the tender offer is commenced, Johnson & Johnson will cause Merger Sub to file a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission (SEC). Investors and Momenta Pharmaceuticals, Inc. security holders are strongly advised to read the tender offer statement (including an offer to purchase, letter of transmittal and related tender offer documents) that will be filed by Johnson & Johnson with the SEC and the related solicitation/recommendation statement on Schedule 14D-9 that will be filed by Momenta Pharmaceuticals, Inc. with the SEC when they become available, because they will contain important information. These documents will be available at no charge on the SEC’s website at www.sec.gov. In addition, a copy of the offer to purchase, letter of transmittal and certain other related tender offer documents (once they become available) may be obtained free of charge by directing a request to Johnson & Johnson, Office of the Corporate Secretary, One Johnson & Johnson Plaza, New Brunswick, NJ 08933, Attn: Corporate Secretary’s Office. A copy of the solicitation/recommendation statement on Schedule 14D-9 (once it becomes available) also may be obtained free of charge from Momenta under the “Investors & News” section of Momenta’s website at https://www.momentapharma.com/home/default.aspx.
Questions?