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

SCHEDULE TO

(Amendment No. 2)

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

Cravath, Swaine & Moore LLP

825 Eighth Avenue

New York, NY 10019

(212) 474-1000

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

Filing Party: Johnson & Johnson and Vigor Sub, Inc.

Form or Registration No.: Schedule TO

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)

This Amendment No. 2 (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, 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.

Item 11. *Additional Information.*

The Offer to Purchase and Item 11 of the Schedule TO, to the extent such Item incorporates by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding the following sentences to the end of the second paragraph under the heading "United States Antitrust Laws" in Section 16—"Certain Legal Matters; Regulatory Approvals" of the Offer to Purchase:

"The required waiting period under the HSR Act with respect to the transactions contemplated by the Merger Agreement expired at 11:59 p.m., New York City time, on September 14, 2020, and there is no voluntary agreement between Johnson & Johnson and Momenta, on the one hand, and the FTC or the DOJ, on the other hand, pursuant to which the parties have agreed not to consummate the Offer or the Merger. Accordingly, the Antitrust Condition (as defined in Section 15—"Conditions to the Offer") has been satisfied."

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: September 15, 2020

VIGOR SUB, INC.

By

/s/ Susan Hohenleitner

Name: Susan Hohenleitner

Title: President and Chief Executive Officer

Date: September 15, 2020