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Exhibit (a)(1)(A)

Offer to Purchase for Cash
All Outstanding Shares of Common Stock
of
Momenta Pharmaceuticals, Inc.
at
\$52.50 net per share, in cash,
by
Vigor Sub, Inc.
a wholly owned subsidiary of
Johnson & Johnson

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT
12:00 MIDNIGHT, NEW YORK CITY TIME,
AT THE END OF THE DAY ON SEPTEMBER 30, 2020
UNLESS THE OFFER IS EXTENDED OR EARLIER TERMINATED.

Vigor Sub, Inc., a Delaware corporation (“**Purchaser**”) and a wholly owned subsidiary of Johnson & Johnson, a New Jersey corporation (“**Johnson & Johnson**”), is offering to purchase 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 this Offer to Purchase (as it may be amended or supplemented from time to time, this “**Offer to Purchase**”) and in the related Letter of Transmittal (together with this Offer to Purchase and other related materials, as each may be amended or supplemented from time to time, the “**Offer**”).

The Offer is being made pursuant to the Agreement and Plan of Merger, dated as of August 19, 2020, by and among Johnson & Johnson, Purchaser and Momenta (as it may be amended from time to time, the “**Merger Agreement**”). The Merger Agreement provides, among other things, that as soon as practicable following the consummation of the Offer and subject to the satisfaction or waiver of specified conditions, Purchaser will be merged with and into Momenta (the “**Merger**”) in accordance with Section 251(h) of the Delaware General Corporation Law (the “**DGCL**”) without a vote on the adoption of the Merger Agreement by Momenta stockholders, with Momenta continuing as the surviving corporation in the Merger and thereby becoming a wholly owned subsidiary of Johnson & Johnson. At the closing of the Merger, each Share outstanding immediately prior to the effective time of the Merger (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 of the Merger, (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) will be automatically converted into the right to receive the Offer Price, without interest and less any required withholding taxes. As a result of the Merger, Momenta will cease to be a publicly traded company and will become a wholly owned subsidiary of Johnson & Johnson.

The Offer is conditioned upon, among other things, (a) the expiration or termination of any waiting period applicable to the transactions contemplated by the Merger Agreement under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “**HSR Act**”), and the absence of any voluntary agreement between Johnson & Johnson and Momenta, on the one hand, and the U.S. Federal Trade Commission (the “**FTC**”) or the U.S. Department of Justice (the “**DOJ**”), on the other hand, pursuant to which Johnson & Johnson and Momenta have agreed not to consummate the Offer or the Merger, (b) that, as of immediately prior to the expiration of the Offer, the number of Shares validly tendered and not validly withdrawn in accordance with the terms of the Offer, and received by the Depositary (as defined in this Offer to Purchase) in accordance with the procedures set forth in Section 251(h) of the DGCL (as described in more detail in Section 3—“**Procedures for Accepting the Offer and Tendering Shares**”), together with the Shares then owned by Johnson & Johnson, Purchaser and their respective affiliates (if any), represent at least a majority of all then outstanding Shares on a fully-diluted basis,

Mylan v. Regeneron
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U.S. Pat. 9,254,338
Exhibit 2004

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(c) the absence of any law or order issued by any governmental authority that has the effect of making the transactions contemplated by the Merger Agreement illegal or the effect of prohibiting or otherwise preventing the transactions contemplated by the Merger Agreement, (d) the absence of any pending legal proceeding under any U.S. antitrust law brought by a governmental authority that challenges or seeks to make illegal, prohibit or otherwise prevent the transactions contemplated by the Merger Agreement, or that seeks to impose any Burdensome Condition (as defined in the Merger Agreement and described in more detail in Section 11—“The Transaction Agreements—Antitrust Filings”) thereon, (e) the absence of a Company Material Adverse Effect (as defined in the Merger Agreement and described in more detail in Section 11—“The Transaction Agreements—Representations and Warranties”) that is continuing as of immediately prior to the expiration of the Offer and (f) that the Merger Agreement has not been terminated in accordance with its terms. The Offer is also subject to other conditions as described in this Offer to Purchase. See Section 15 —“Conditions to the Offer”. Neither the consummation of the Offer nor the Merger is subject to any financing condition.

THE BOARD OF DIRECTORS OF MOMENTA UNANIMOUSLY RECOMMENDS THAT MOMENTA STOCKHOLDERS ACCEPT THE OFFER AND TENDER THEIR SHARES PURSUANT TO THE OFFER.

The board of directors of Momenta, among other things, has unanimously (a) determined that it is in the best interests of Momenta and its stockholders, and declared it advisable, for Momenta to enter into the Merger Agreement, (b) approved the execution and delivery by Momenta of the Merger Agreement, the performance by Momenta of its covenants and agreements contained therein and the consummation of the Offer and the Merger and the other transactions contemplated thereby upon the terms and subject to the conditions contained therein and (c) resolved, subject to the terms and conditions set forth in the Merger Agreement, to recommend that the stockholders of Momenta accept the Offer and tender their Shares to Purchaser pursuant to the Offer.

A summary of the principal terms of the Offer is provided herein under the heading “Summary Term Sheet”. You should read this entire Offer to Purchase carefully before deciding whether to tender your Shares pursuant to the Offer.

September 2, 2020

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If you desire to tender all or any portion of your Shares to Purchaser pursuant to the Offer, you should either (a) complete and sign the letter of transmittal that accompanies this Offer to Purchase (the “**Letter of Transmittal**”), which is enclosed with this Offer to Purchase, in accordance with the instructions contained in the Letter of Transmittal, and mail or deliver the Letter of Transmittal (or a manually executed facsimile thereof) and any other required documents to American Stock Transfer & Trust Company, LLC, in its capacity as depository and paying agent for the Offer (the “**Depository**”), and either (i) deliver the certificates for your Shares to the Depository along with the Letter of Transmittal (or a manually executed facsimile thereof) or (ii) tender your Shares by book-entry transfer by following the procedures described in Section 3—“Procedures for Accepting the Offer and Tendering Shares”, in each case prior to 12:00 midnight, New York City time, at the end of the day on September 30, 2020, which is the date that is 20 business days after the commencement of the Offer (the “**Expiration Time**”), unless Purchaser has extended the Offer pursuant to and in accordance with the Merger Agreement (in which event the “Expiration Time” will mean the latest time and date at which the Offer, as so extended by Purchaser, will expire), or (b) request that your broker, dealer, commercial bank, trust company or other nominee effect the transaction for you. If you hold Shares registered in the name of a broker, dealer, commercial bank, trust company or other nominee, you must contact that institution in order to tender your Shares to Purchaser pursuant to the Offer.

Any Momenta stockholder may also tender Shares pursuant to the guaranteed delivery procedure described in Section 3—“Procedures for Accepting the Offer and Tendering Shares”.

* * * * *

Questions and requests for assistance should be directed to the Information Agent (as defined in this Offer to Purchase) at its address and telephone numbers set forth below and on the back cover of this Offer to Purchase. Additional copies of this Offer to Purchase, the Letter of Transmittal and other materials related to the Offer may also be obtained for free from the Information Agent. Additionally, copies of this Offer to Purchase, the Letter of Transmittal and any other material related to the Offer may be obtained at the website maintained by the U.S. Securities and Exchange Commission (the “SEC”) at www.sec.gov. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance.

This Offer to Purchase and Letter of Transmittal contain important information and you should read both carefully and in their entirety before making a decision with respect to the Offer.

The Offer has not been approved or disapproved by the U.S. Securities and Exchange Commission (“SEC”) or any state securities commission, nor has the SEC or any state securities commission passed upon the fairness or merits of or upon the accuracy or adequacy of the information contained in this Offer to Purchase. Any representation to the contrary is unlawful.

The Information Agent for the Offer is:

The logo for Innisfree, featuring the brand name in white text on a red rectangular background.

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022

Stockholders may call toll free:
(888) 750-5834

Banks and Brokers may call collect:
(212) 750-5833

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[Table of Contents](#)**SUMMARY TERM SHEET**

The information contained in this summary term sheet is a summary only and is not meant to be a substitute for the more detailed description and information contained in this Offer to Purchase, the related Letter of Transmittal (the “**Letter of Transmittal**”) and other related materials. You are urged to read carefully this Offer to Purchase, the Letter of Transmittal and other related materials in their entirety. Johnson & Johnson, a New Jersey corporation (“**Johnson & Johnson**”), and Vigor Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Johnson & Johnson (“**Purchaser**”), have included cross-references in this summary term sheet to other sections of this Offer to Purchase where you will find more complete descriptions of the topics mentioned below. The information concerning Momenta Pharmaceuticals, Inc., a Delaware corporation (“**Momenta**”), contained herein and elsewhere in this Offer to Purchase has been provided to Johnson & Johnson and Purchaser by Momenta or has been taken from or is based upon publicly available documents or records of Momenta on file with the U.S. Securities and Exchange Commission (“**SEC**”) or other public sources as of the date hereof. Johnson & Johnson and Purchaser have not independently verified the accuracy and completeness of such information.

Securities Sought	All outstanding shares of common stock, par value \$0.0001 per share, of Momenta (the “ Shares ”).
Price Offered Per Share	\$52.50 per Share, net to the seller in cash, without interest and less any required withholding taxes (such amount, or any higher amount per Share that may be paid pursuant to the Offer, the “ Offer Price ”).
Scheduled Expiration of Offer	Expiration of the Offer will occur at 12:00 midnight, New York City time, at the end of the day on September 30, 2020, unless the Offer is extended or earlier terminated in accordance with the Merger Agreement (as defined below); acceptance and payment for Shares is expected to occur on October 1, 2020, unless the Offer is extended pursuant to the terms of the Merger Agreement.
Offeror	Purchaser.

Who is offering to purchase my Shares?

Purchaser, which is a wholly owned subsidiary of Johnson & Johnson, is offering to purchase for cash all of the outstanding Shares. Purchaser is a Delaware corporation that was formed for the sole purpose of making the Offer and effecting the Merger (as defined below) and ancillary activities in connection with the Offer and the Merger.

See the “Introduction” to this Offer to Purchase and Section 8—“Certain Information Concerning Johnson & Johnson and Purchaser”.

Unless the context indicates otherwise, in this Offer to Purchase, we use the terms “us”, “we” and “our” to refer to Purchaser and, where appropriate, Johnson & Johnson.

How many Shares are you seeking to purchase in the Offer?

We are offering to purchase all of the outstanding Shares of Momenta on the terms and subject to the conditions set forth in this Offer to Purchase. In this Offer to Purchase, we use the term “**Offer**” to refer to this offer.

See the “Introduction” to this Offer to Purchase and Section 1—“Terms of the Offer”.

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