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MEDICINES CO/ MA
 Form S-8
 August 15, 2002

As filed with the Securities and Exchange Commission on August 15, 2002

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

THE MEDICINES COMPANY
 (Exact Name of Registrant as Specified in Its Charter)

DELAWARE
 (State or Other Jurisdiction of
 Incorporation or Organization)

04-3324394
 (I.R.S. Employer
 Identification No.)

5 SYLVAN WAY, SUITE 200, PARSIPPANY, NEW JERSEY
 (Address of Principal Executive Offices)

07054
 (Zip Code)

1998 STOCK INCENTIVE PLAN
 (Full Title of the Plan)

CLIVE A. MEANWELL
 CHAIRMAN
 5 SYLVAN WAY, SUITE 200
 PARSIPPANY, NEW JERSEY 07054
 (Name and Address of Agent For Service)
 (973) 656-1616
 (Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price |
|--|--------------------------------|--|--|
| Common Stock, \$0.001 par value per share | 1,750,000 shares | \$9.12 (2) | \$15,960,000 (2) |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee

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pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq National Market on August 9, 2002, a date within five business days of the filing of this registration statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

STATEMENT OF INCORPORATION BY REFERENCE

This registration statement on Form S-8 is filed to register the offer and sale of an additional 1,750,000 shares of the registrant's common stock, \$0.001 par value per share, to be issued under the registrant's 1998 Stock Incentive Plan (the "Plan"). This registration statement incorporates by reference the registration statement on Form S-8, File No. 333-44884, filed by the registrant on August 31, 2000, relating to the Plan.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Hale and Dorr LLP, counsel for the registrant, has opined as to the legality of the securities being offered by this registration statement. Attorneys at Hale and Dorr LLP own, in the aggregate, 18,844 shares of the registrant's common stock, and a related investment partnership owns warrants which are exercisable to purchase up to an additional 1,554 shares of common stock.

ITEM 8. EXHIBITS.

The Index to Exhibits immediately preceding the exhibits is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Parsippany, New Jersey, on this 15th day of August, 2002.

THE MEDICINES COMPANY

By: /s/ Clive A. Meanwell

Clive A. Meanwell
Chairman

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of The Medicines Company, hereby severally constitute and appoint Clive A. Meanwell, David M. Stack and Steven H. Koehler, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our

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capacities as officers and directors to enable The Medicines Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE ----- | TITLE ----- | DATE ----- |
|---|---|------------------------|
| /s/ Clive A. Meanwell ----- Clive A. Meanwell | Chairman (Principal executive officer) | July 24, 2002 ----- |
| /s/ Steven H. Koehler ----- Steven H. Koehler | Chief Financial Officer (Principal accounting officer) | July 24, 2002 ----- |
| /s/ Leonard Bell ----- Leonard Bell | Director | July 24, 2002 ----- |
| /s/ Stewart J. Hen ----- Stewart J. Hen | Director | July 24, 2002 ----- |
| -2- | | |
| /s/ M. Fazle Husain ----- M. Fazle Husain | Director | July 24, 2002 ----- |
| /s/ T. Scott Johnson ----- T. Scott Johnson | Director | July 24, 2002 ----- |
| /s/ Armin M. Kessler ----- | Director | July 24, 2002 ----- |

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Armin M. Kessler

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|---|----------|------------------------|
| /s/ Nicholas J. Lowcock ----- Nicholas J. Lowcock | Director | July 24, 2002 ----- |
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| /s/ David M. Stack ----- David M. Stack | Director | July 24, 2002 ----- |
|---|----------|------------------------|

| | | |
|---|----------|------------------------|
| /s/ James E. Thomas ----- James E. Thomas | Director | July 24, 2002 ----- |
|---|----------|------------------------|

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INDEX TO EXHIBITS

| Number ----- | Description ----- |
|-----------------|---|
| 5.1 | Opinion of Hale and Dorr LLP, counsel to the Registrant |
| 23.1 | Consent of Hale and Dorr LLP (included in Exhibit 5.1) |
| 23.2 | Consent of Ernst & Young LLP |
| 24.1 | Power of attorney (included on the signature pages of this registration statement) |