MOMENTA PHARMACEUTICALS INC

FORM 3/A
(Amended Statement of Beneficial Ownership)

Filed 10/28/2004 For Period Ending 6/21/2004

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FORM 3

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

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
POLARIS VENTURE MANAGEMENT CO III LLC	**6/21/2004**	**MOMENTA PHARMACEUTICALS INC [MNTA]**
(Last) (First) (Middle) **1000 WINTER STREET, SUITE 3350**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ Officer (give title below)	__ X __ 10% Owner _____ Other (specify below)
(Street) **WALTHAM,MA 02451-1215** (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY) **6/21/2004**	6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form filed by One Reporting Person _ X _ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(1)	(2)	**Common Stock**	**282607** (3)	(3)	**I**	**See Footnote** (4)
Series A Convertible Preferred Stock	(1)	(2)	**Common Stock**	**7338** (3)	(3)	**I**	**See Footnote** (5)
Series A Convertible Preferred Stock	(1)	(2)	**Common Stock**	**4454** (3)	(3)	**I**	**See Footnote** (6)
Series A Prime Convertible Preferred Stock	(1)	(2)	**Common Stock**	**719943** (3)	(3)	**I**	**See Footnote** (4)
Series A Prime Convertible Preferred Stock	(1)	(2)	**Common Stock**	**18693** (3)	(3)	**I**	**See Footnote** (5)
Series A Prime Convertible			**Common**				

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Preferred Stock	(1)	(2)	**Stock**	**11348** (3)	(3)	**I**	**See Footnote** (6)
Series A Double Prime Convertible Preferred Stock	(1)	(2)	**Common Stock**	**1391416** (3)	(3)	**I**	**See Footnote** (4)
Series A Double Prime Convertible Preferred Stock	(1)	(2)	**Common Stock**	**36128** (3)	(3)	**I**	**See Footnote** (5)
Series A Double Prime Convertible Preferred Stock	(1)	(2)	**Common Stock**	**21932** (3)	(3)	**I**	**See Footnote** (6)
Series B Convertible Preferred Stock	(1)	(2)	**Common Stock**	**1561944** (3)	(3)	**I**	**See Footnote** (4)
Series B Convertible Preferred Stock	(1)	(2)	**Common Stock**	**40555** (3)	(3)	**I**	**See Footnote** (5)
Series B Convertible Preferred Stock	(1)	(2)	**Common Stock**	**24618** (3)	(3)	**I**	**See Footnote** (6)
Series C Convertible Preferred Stock	(1)	(2)	**Common Stock**	**753515** (3)	(3)	**I**	**See Footnote** (4)
Series C Convertible Preferred Stock	(1)	(2)	**Common Stock**	**19564** (3)	(3)	**I**	**See Footnote** (5)
Series C Convertible Preferred Stock	(1)	(2)	**Common Stock**	**11875** (3)	(3)	**I**	**See Footnote** (6)

Explanation of Responses:

(1) Automatically converts into common stock upon the closing of the Issuer's initial public offering of common stock.

(2) N/A

(3) Reflects a 1.28-for-1 forward stock split, which became effective on May 10, 2004, pursuant to which each share of Series A Convertible Preferred Stock, Series A Prime Convertible Preferred Stock, Series A Double Prime Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock will automatically convert into approximately 1.28 shares of common stock upon the closing of the Issuer's initial public offering of common stock.

(4) These shares are owned directly by Polaris Venture Partners III, L.P. ("PVP III") Polaris Venture Management Co. III, L.L.C. ("PVM III"), the general partner of PVP III, and Stephen D. Arnold, Jonathan A. Flint, Terrance G. McGuire and Alan G. Spoon, the managing members of PVM III, may be deemed to share voting and dispositive power over the shares held by PVP III. Such persons and entities disclaim beneficial ownership of shares held by PVP III except to the extent of any pecuniary interest therein.

(5) These shares are owned directly by Polaris Venture Partners Entrepreneurs' Fund III, L.P. ("PVPEF III") PVM III, the general partner of PVPEF III, and Stephen D. Arnold, Jonathan A. Flint, Terrance G. McGuire and Alan G. Spoon, the managing members of PVM III, may be deemed to share voting and dispositive power over the shares held by PVPEF III. Such persons and entities disclaim beneficial ownership of shares held by PVPEF III except to the extent of any pecuniary interest therein.

(6) These shares are owned directly by Polaris Venture Partners Founders' Fund III, L.P. ("PVPFF III") PVM III, the general partner of PVPFF III, and Stephen D. Arnold, Jonathan A. Flint, Terrance G. McGuire and Alan G. Spoon, the managing members of PVM III, may be deemed to share voting and dispositive power over the shares held by PVPFF III. Such persons and entities disclaim beneficial ownership of shares held by PVPFF III except to the extent of any pecuniary interest therein.

Remarks:

This amendment is being filed to incorporate the EDGAR codes of the joint filers previously disclosed on Exhibit 99 hereto, and the Power of Attorney attached as Exhibit 24.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLARIS VENTURE MANAGEMENT CO III LLC **1000 WINTER STREET** **SUITE 3350** **WALTHAM, MA 02451-1215**		**X**		
POLARIS VENTURE PARTNERS III LP **1000 WINTER STREET** **SUITE 3350** **WALTHAM, MA 02451-1215**		**X**		
POLARIS VENTURE PARTNERS ENTREPRENEURS FUND III LP **1000 WINTER STREET** **SUITE 3350** **WALTHAM, MA 02451-1215**		**X**		
POLARIS VENTURE PARTNERS FOUNDERS FUND III LP **1000 WINTER STREET** **SUITE 3350** **WALTHAM, MA 02451-1215**		**X**		
Arnold Stephen D **1000 WINTER STREET** **SUITE 3350** **WALTHAM, MA 02451-1215**		**X**		
Flint Jonathan A **1000 WINTER STREET** **SUITE 3350** **WALTHAM, MA 02451-1215**		**X**		
MCGUIRE TERRANCE **1000 WINTER STREET** **SUITE 3350** **WALTHAM, MA 02451-1215**		**X**		
SPOON ALAN G **1000 WINTER STREET** **SUITE 3350** **WALTHAM, MA 02451-1215**		**X**		

Signatures

/s/ Kevin Littlejohn Attorney-in-Fact — **10/26/2004**

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Exhibit 24

POWER OF ATTORNEY

Each of the undersigned individuals (collectively, the "Reporting Persons") hereby authorizes and designates such person or entity as is designated by Kevin Littlejohn (the "Designated Filer") to prepare and file on behalf of such Reporting Person individually, or jointly together with other reporting persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to each Reporting Person's ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the "Companies").

Each Reporting Person hereby further authorizes and designates Kevin Littlejohn (the "Authorized Signatory") to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted (including, without limitation, obtaining any Edgar access codes).

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person's responsibilities to comply with the Act or the Exchange Act.

June 17, 2004	/s/ Stephen D. Arnold Stephen D. Arnold
June 17, 2004	/s/ Jonathan A. Flint Jonathan A. Flint
June 17, 2004	/s/ Terrance G. McGuire Terrance G. McGuire
June 17, 2004	/s/ Alan G. Spoon Alan G. Spoon

June 17, 2004	/s/ John J. Gannon John J. Gannon
June 17, 2004	/s/ Brian Chee Brian Chee
June 17, 2004	/s/ Michael Hirshland Michael Hirshland
June 17, 2004	/s/ David Barrett David Barrett
June 17, 2004	/s/ Robert Metcalfe Robert Metcalfe
June 17, 2004	/s/ Christoph Westphal Christoph Westphal
June 17, 2004	Stoneybrook L.L.C. By: /s/ Robert L. Carson Robert L. Carson Managing Member
June 17, 2004	Polaris Venture Partners LP By: Polaris Venture Management Co LLC Its General Partner /s/ Terrance G. McGuire Terrance G. McGuire Managing Member
June 17, 2004	Polaris Venture Partners Founders' Fund LP By: Polaris Venture Management Co LLC Its General Partner /s/ Terrance G. McGuire Terrance G. McGuire Managing Member

June 17, 2004

Polaris Venture Partners II LP
By: Polaris Venture Management Co II LLC
Its General Partner

/s/ Terrance G. McGuire
Terrance G. McGuire
Managing Member

June 17, 2004

Polaris Venture Partners Founders' Fund II LP
By: Polaris Venture Management Co II LLC
Its General Partner

/s/ Terrance G. McGuire
Terrance G. McGuire
Managing Member

June 17, 2004

Polaris Venture Partners III LP
By: Polaris Venture Management Co III LLC
Its General Partner

/s/ Terrance G. McGuire
Terrance G. McGuire
Managing Member

June 17, 2004

Polaris Venture Partners Entrepreneurs' Fund III LP
By: Polaris Venture Management Co III LLC
Its General Partner

/s/ Terrance G. McGuire
Terrance G. McGuire
Managing Member

June 17, 2004

Polaris Venture Partners Founders' Fund III LP
By: Polaris Venture Management Co III LLC
Its General Partner

/s/ Terrance G. McGuire
Terrance G. McGuire
Managing Member

June 17, 2004

Polaris Venture Partners IV LP
By: Polaris Venture Management Co IV LLC
Its General Partner

/s/ Terrance G. McGuire
Terrance G. McGuire
Managing Member

June 17, 2004

Polaris Venture Partners Entrepreneurs' Fund IV LP
By: Polaris Venture Management Co IV LLC
Its General Partner

/s/ Terrance G. McGuire
Terrance G. McGuire
Managing Member

June 17, 2004

Polaris Venture Management Co LLC

/s/ Terrance G. McGuire
Terrance G. McGuire
Managing Member

June 17, 2004

Polaris Venture Management Co II LLC

/s/ Terrance G. McGuire
Terrance G. McGuire
Managing Member

June 17, 2004

Polaris Venture Management Co III LLC

/s/ Terrance G. McGuire
Terrance G. McGuire
Managing Member

June 17, 2004

Polaris Venture Management Co IV LLC

/s/ Terrance G. McGuire
Terrance G. McGuire
Managing Member

Exhibit 99

JOINT FILER INFORMATION

Joint Filer Name:	Polaris Venture Partners III, L.P.
Relationship to Issuer:	10% Owner
Address:	1000 Winter Street, Suite 3350 Waltham, MA 02451
Designated Filer:	Polaris Venture Management Co. III, L.L.C.
Date of Event Requiring Statement:	10/26/2004
Issuer Name and Ticker or Trading Symbol:	Momenta Pharmaceuticals Inc. (MNTA)
Signature	**Polaris Venture Partners III, L.P.** By: Polaris Venture Management Co. III L.L.C. Its General Partner By: /s/ Kevin Littlejohn Authorized Signatory

Joint Filer Name:	Polaris Venture Partners Entrepreneurs' Fund III, L.P.
Relationship to Issuer:	10% Owner
Address:	1000 Winter Street, Suite 3350 Waltham, MA 02451
Designated Filer:	Polaris Venture Management Co. III, L.L.C.
Date of Event Requiring Statement:	10/26/2004
Issuer Name and Ticker or Trading Symbol:	Momenta Pharmaceuticals Inc. (MNTA)
Signature	**Polaris Venture Partners Entrepreneurs' Fund III, L.P.** By: Polaris Venture Management Co. III L.L.C. Its General Partner By: /s/ Kevin Littlejohn Authorized Signatory

Joint Filer Name:	Polaris Venture Partners Founders' Fund III, L.P.
Relationship to Issuer:	10% Owner
Address:	1000 Winter Street, Suite 3350 Waltham, MA 02451
Designated Filer:	Polaris Venture Management Co. III, L.L.C.
Date of Event Requiring Statement:	10/26/2004
Issuer Name and Ticker or Trading Symbol:	Momenta Pharmaceuticals Inc. (MNTA)
Signature	**Polaris Venture Partners Founders' Fund III, L.P.** By: Polaris Venture Management Co. III, L.L.C. Its General Partner By: /s/ Kevin Littlejohn Authorized Signatory

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Joint Filer Name:	Stephen D. Arnold
Relationship to Issuer:	10% Owner, as managing member of PVM III, the general partner of PVP III, PVPEF III and PVPFF III (the reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein)
Address:	1000 Winter Street, Suite 3350 Waltham, MA 02451
Designated Filer:	Polaris Venture Management Co. III, L.L.C.
Date of Event Requiring Statement:	10/26/2004
Issuer Name and Ticker or Trading Symbol:	Momenta Pharmaceuticals Inc. (MNTA)
Signature	**Stephen D. Arnold** By: /s/ Kevin Littlejohn Kevin Littlejohn, Attorney-in-Fact

Joint Filer Name:	Jonathan A. Flint
Relationship to Issuer:	10% Owner, as managing member of PVM III, the general partner of PVP III, PVPEF III and PVPFF III (the reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein)
Address:	1000 Winter Street, Suite 3350 Waltham, MA 02451
Designated Filer:	Polaris Venture Management Co. III, L.L.C.
Date of Event Requiring Statement:	10/26/2004
Issuer Name and Ticker or Trading Symbol:	Momenta Pharmaceuticals Inc. (MNTA)
Signature	**Jonathan A. Flint** By: /s/ Kevin Littlejohn Kevin Littlejohn, Attorney-in-Fact

Joint Filer Name:	Terrance G. McGuire
Relationship to Issuer:	10% Owner, as managing member of PVM III, the general partner of PVP III, PVPEF III and PVPFF III (the reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein)
Address:	1000 Winter Street, Suite 3350 Waltham, MA 02451
Designated Filer:	Polaris Venture Management Co. III, L.L.C.
Date of Event Requiring Statement:	10/26/2004
Issuer Name and Ticker or Trading Symbol:	Momenta Pharmaceuticals Inc. (MNTA)
Signature	**Terrance G. McGuire** By: /s/ Kevin Littlejohn Kevin Littlejohn, Attorney-in-Fact

Joint Filer Name:	Alan G. Spoon
Relationship to Issuer:	10% Owner, as managing member of PVM III, the general partner of PVP III, PVPEF III and PVPFF III (the reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein)
Address:	1000 Winter Street, Suite 3350 Waltham, MA 02451
Designated Filer:	Polaris Venture Management Co. III, L.L.C.
Date of Event Requiring Statement:	10/26/2004
Issuer Name and Ticker or Trading Symbol:	Momenta Pharmaceuticals Inc. (MNTA)
Signature	**Alan G. Spoon** By: /s/ Kevin Littlejohn

Kevin Littlejohn, Attorney-in-Fact

End of Filing

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