

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>MOMENTA PHARMACEUTICALS 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/15/2003</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>10/15/2003</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>10/15/2003</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>MOMENTA PHARMACEUTICALS, INC.</u> <u>675 WEST KENDALL STREET</u> <u>CAMBRIDGE, MA 02142</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>04-3561634</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>617-491-9700</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541700</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>04-3561634</u>	2c Sponsor's telephone number <u>617-491-9700</u>	2d Business code (see instructions) <u>541700</u>	
2b Employer Identification Number (EIN) <u>04-3561634</u>					
2c Sponsor's telephone number <u>617-491-9700</u>					
2d Business code (see instructions) <u>541700</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2012	MARIE WASHBURN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") MOMENTA PHARMACEUTICALS, INC. 675 WEST KENDALL STREET CAMBRIDGE, MA 02142	3b Administrator's EIN 04-3561634 3c Administrator's telephone number 617-491-9700
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	168
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	198
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	36
d Subtotal. Add lines 6a , 6b , and 6c	6d	234
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	235
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	224
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	6

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2F 2G 2J 2K 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>MOMENTA PHARMACEUTICALS 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOMENTA PHARMACEUTICALS, INC.</u>	D Employer Identification Number (EIN) <u>04-3561634</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	825	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation INVS DEVELOP MKTS A - INVESCO CANAD 5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6 CA 94-3167260 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.50%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL (b) Service Codes (see instructions) 60 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation THORNBURG INT VAL R4 - BOSTON FINAN 04-2526037 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.35%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL (b) Service Codes (see instructions) 60 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation TRP EQUITY INC ADV - T. ROWE PRICE 52-2269240 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40%		

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>MOMENTA PHARMACEUTICALS 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOMENTA PHARMACEUTICALS, INC.</u>	D Employer Identification Number (EIN) <u>04-3561634</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	596778	880107
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	69470	73506
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	8676012	9801622
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	9342260	10755235

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	9342260	10755235
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	542527	
(B) Participants	2a(1)(B)	1748165	
(C) Others (including rollovers)	2a(1)(C)	163250	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2453942

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	77	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2885	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2962

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	247635	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		247635

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-490856
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2213683

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	799866	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		799866
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	842	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		842
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		800708

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1412975
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCGLADREY LLP

(2) EIN: 04-2775195

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>MOMENTA PHARMACEUTICALS 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOMENTA PHARMACEUTICALS, INC.</u>	D Employer Identification Number (EIN) <u>04-3561634</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Momenta Pharmaceuticals 401(k) Plan

Financial Statements
and
Supplemental Schedule

December 31, 2011 and 2010

Momenta Pharmaceuticals 401(k) Plan

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE
December 31, 2011 and 2010

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Momenta Pharmaceuticals 401(k) Plan
Cambridge, Massachusetts

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Momenta Pharmaceuticals 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2011, and the supplemental schedule of assets as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained a certification from the trustee regarding the completeness and accuracy of the information summarized in Note 6 that was provided to the plan administrator by the trustee as of and for the year ended December 31, 2011 and as of December 31, 2010.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2011 financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey LLP

September 19, 2012
Boston, Massachusetts

Momenta Pharmaceuticals 401(k) Plan

Statements of Net Assets Available for Plan Benefits

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value	\$ 10,681,728	\$ 9,272,791
Notes receivable from participants	73,506	69,470
Net assets available for plan benefits	<u>\$ 10,755,234</u>	<u>\$ 9,342,261</u>

The accompanying notes are an integral part of these financial statements.

Momenta Pharmaceuticals 401(k) Plan

Statement of Changes in Net Assets Available for Plan Benefits

Year Ended December 31, 2011

Investment income (loss):	
Net depreciation in fair value of investments	\$ (490,857)
Interest and dividends	247,712
	<u>(243,145)</u>
Interest income on notes receivable from participants	<u>2,885</u>
Contributions:	
Participant	1,748,165
Employer	542,527
Rollover	163,250
	<u>2,453,942</u>
	<u>2,213,682</u>
Deductions from net assets attributed to:	
Benefits paid to participants	799,866
Administrative expenses	843
Total deductions	<u>800,709</u>
Net increase	1,412,973
Net assets available for plan benefits:	
Beginning of year	<u>9,342,261</u>
End of year	<u><u>\$ 10,755,234</u></u>

The accompanying notes are an integral part of these financial statements.

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

1. DESCRIPTION OF THE PLAN

The following description of the Momenta Pharmaceuticals 401(k) Plan (the "Plan"), of Momenta Pharmaceuticals, Inc. (the "Company"), provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of the Company who have attained at least 21 years of age. Through October 31, 2010, a service requirement of 90 days was required for eligibility. Effective November 1, 2010, the Plan was amended to remove the service requirement from the eligibility requirements. The Plan was established by the Company on October 31, 2003 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Plan was most recently amended and restated on November 1, 2010.

Contributions

Participants, who elect to defer, may contribute up to 60% of their annual wages, subject to statutory limitations.

The Company has the option of making discretionary matching contributions. For the year ended December 31, 2011, the Company made a contribution of an amount equal to 50% of employee's authorized elective deferrals up to 6% of the employee's eligible compensation.

Rollovers

With the approval of the plan administrator, the Plan may receive any amounts received by an employee as a distribution from another qualified plan provided that the receipt of such amounts do not adversely affect the qualified tax status of the Plan. Participants are fully vested in these amounts.

Participant Accounts

Each participant has a separate individual investment account. Each participant's account is credited with the participant's contribution and the Company's matching contribution. Gains and losses on the account shall accrue to such account only. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are fully and immediately vested in their voluntary contributions, rollover contributions, and the earnings and losses thereon. Company matching contributions and earnings thereon vest in accordance with the following schedule:

<u>Years of Service for Vesting</u>	<u>Vesting Percentage</u>
Less than 1	0 %
1	25 %
2	50 %
3	75 %
4	100 %

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

1. DESCRIPTION OF THE PLAN...continued

Investment Elections

Each participant shall direct the investment of his or her own individual account and may select from several mutual funds as well as a money market fund. Each participant has the ability to change his or her investment allocations at any time.

Notes Receivable from Participants

Participants may, upon written application, borrow any amount from \$1,000 up to a maximum of 50% of their total vested account balance or \$50,000 (less the highest outstanding balance on any other loan outstanding in the prior 12 months) as defined by the Plan. The loan repayment period is up to five years and may be extended to ten years for a loan to purchase a principal residence. All loans bear a reasonable rate of interest as determined by the Plan based on the prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances.

Payment of Benefits

The Plan provides for distribution of the vested balance of a participant's account to a participant, spouse or designated beneficiary upon reaching the normal retirement date, 59½ years of age, disability or death. Distributions are made in the form of a lump sum. Upon termination of employment, the participant may elect to leave his or her account on deposit with the trustee of the Plan, unless the balance is less than \$5,000, in which case the amount is distributed out of the Plan.

In accordance with a uniform and nondiscriminatory policy adopted by the plan administrator, a participant may withdraw a portion of his or her vested balance to meet immediate and heavy financial needs, subject to certain limitations outlined in the Plan.

Forfeitures

Forfeitures represent the non-vested portion of terminated participants' account balances. These amounts can be used to reduce future employer contributions or to pay plan administrative expenses. During 2011, forfeitures totaled \$22,223 and forfeitures of \$20,087 were used to fund employer matching contributions. As of December 31, 2011 and 2010, unallocated forfeiture amounts available for future matching contributions were \$19,640 and \$17,504, respectively.

Administrative Expenses

The plan sponsor pays substantially all of the administrative costs for the Plan, except for administrative costs associated with participant loans.

Income Taxes

Generally accepted accounting principles ("GAAP") require Plan management to evaluate tax positions taken by the Plan, and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more likely than not would not be sustained upon examination by a tax authority. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2008.

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates

The financial statements have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board ("FASB"). The FASB sets GAAP to ensure net assets available for plan benefits and changes in net assets available for plan benefits are consistently reported. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification ("FASB ASC"). The financial statements of the Plan are prepared on the accrual basis of accounting.

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. In the statement of changes in net assets available for plan benefits, the Plan presents the net appreciation (depreciation) in the fair value of investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any unpaid interest. Delinquent loans are treated as distributions based on the terms of the plan document.

Payment of Benefits

Benefits are recorded when paid.

Fair Value Measurements

The Plan follows guidance within FASB ASC 820 – *Fair Value Measurements and Disclosures* ("ASC 820"), which defines fair value, and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES...continued

Fair Value Measurements...continued

The three levels of the fair value hierarchy are described below:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Plan in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Plan's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Plan uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or Level 2 to Level 3.

Guidance under these fair value standards also requires disclosures of the breakdown of debt and equity investments by major category based on the nature and risks of the investments. The Plan does not have any non-financial assets or liabilities which are required to be at fair value.

Valuation Techniques

There have been no changes in the valuation techniques used during the current period.

Mutual Funds and Money Market Fund

Fair value of shares of mutual funds and the money market fund represent the net asset value of such shares as of the close of business at the end of the period based on the quoted active market prices of the underlying investments. These securities are categorized in Level 1 as they are actively traded and no valuation adjustments have been applied.

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES...continued

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update ("ASU") 2010-06 – *Fair Value Measurements and Disclosures – Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"), which required new disclosures about transfers of financial assets and liabilities between Levels 1 and 2. ASU 2010-06 also clarified that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. These requirements were implemented in 2010. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes. The guidance related to Level 3 reconciliation measurements is effective for periods beginning on or after December 15, 2010, and has been adopted (see Note 4).

Future Adoption of Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04 – *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS* ("ASU 2011-04"). ASU 2011-04 amended ASC 820 to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards ("IFRS"). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

3. INVESTMENTS

The following table presents the fair value of plan investments at December 31, 2011 and 2010. Investments that represent five percent or more of the Plan's net assets are identified separately.

	<u>2011</u>	<u>2010</u>
Investments at fair value as determined by quoted market price:		
Mutual funds:		
Fidelity Intermediate Bond Fund	\$ 1,102,908	\$ 546,449
Fidelity Contrafund	957,952	546,457
Thornburg International Value Fund Class R4	953,675	284,177
Fidelity Freedom 2030 Fund	663,350	553,567
Fidelity Mid Cap Stock Fund	633,068	623,556
Fidelity Diversified International Fund	-	718,717
Other	<u>5,490,668</u>	<u>5,403,090</u>
	<u>9,801,621</u>	<u>8,676,013</u>
 Fidelity Money Market Trust Retirement Fund	 <u>880,107</u>	 <u>596,778</u>
 Total investments at fair value	 <u>\$ 10,681,728</u>	 <u>\$ 9,272,791</u>

During the year ended December 31, 2011, the Plan's investments in mutual funds depreciated in fair value (including gains and losses on investments bought and sold, as well as held during the year) by \$490,857.

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

4. FAIR VALUE MEASUREMENTS

Assets measured at fair value on a recurring basis as of December 31, 2011 and 2010 are as follows:

	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2011</u>				
Investments:				
Mutual funds:				
Mid/Large cap funds	\$ 7,010,594	\$ 7,010,594	\$ -	\$ -
Fixed income funds	1,321,887	1,321,887	-	-
International funds	1,060,666	1,060,666	-	-
Small cap funds	<u>408,474</u>	<u>408,474</u>	<u>-</u>	<u>-</u>
Total mutual funds	9,801,621	9,801,621	-	-
Money market funds	<u>880,107</u>	<u>880,107</u>	<u>-</u>	<u>-</u>
	<u>\$ 10,681,728</u>	<u>\$ 10,681,728</u>	<u>\$ -</u>	<u>\$ -</u>
	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2010</u>				
Investments:				
Mutual funds:				
Mid/Large cap funds	\$ 6,383,104	\$ 6,383,104	\$ -	\$ -
International funds	1,004,015	1,004,015	-	-
Fixed income funds	991,544	991,544	-	-
Small cap funds	<u>297,350</u>	<u>297,350</u>	<u>-</u>	<u>-</u>
Total mutual funds	8,676,013	8,676,013	-	-
Money market funds	<u>596,778</u>	<u>596,778</u>	<u>-</u>	<u>-</u>
	<u>\$ 9,272,791</u>	<u>\$ 9,272,791</u>	<u>\$ -</u>	<u>\$ -</u>

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

5. NOTES RECEIVABLE FROM PARTICIPANTS

The Plan permits its participants to obtain loans against their account balance. As of December 31, 2011 and 2010, total loans outstanding were \$73,506 and \$69,470, respectively. During the year ended December 31, 2011, interest earned on such loans was \$2,885. Loans to participants are collateralized by the respective participant's remaining account balance. Also, certain restrictions apply to participant loans, as defined in the plan document.

6. INFORMATION PREPARED AND CERTIFIED BY PLAN'S TRUSTEE

The following is a summary of the Plan's asset information as of December 31, 2011 and 2010, and for the year ended December 31, 2011, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Fidelity Management Trust Company, the trustee, and furnished to the plan administrator. The plan administrator has obtained certifications from the trustee that information provided to the plan administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information related to the following assets:

	<u>2011</u>	<u>2010</u>
Investments, at fair value	<u>\$ 10,681,728</u>	<u>\$ 9,272,791</u>
Notes receivable from participants	<u>\$ 73,506</u>	<u>\$ 69,470</u>

For the year ended December 31, 2011, Fidelity Management Trust Company certifies to the completeness and accuracy of \$490,857 of net depreciation in fair value of investments and \$250,597 of interest and dividends related to the aforementioned assets.

7. TAX STATUS

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

8. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

9. PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments in shares of mutual funds and a money market fund are managed by Fidelity Management Trust Company, the trustee of the Plan, and therefore, these transactions qualify as party-in-interest transactions as the term is defined in Section 3(14) of ERISA. The Plan also issues notes receivables from participants, which are secured by the balances in the participants' accounts, which also represent party-in-interest transactions.

10. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

11. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through September 19, 2012, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

December 31, 2011

(a)	(b)	(c)					(d)	(e)
		Description of Investment						
	or Similar Party	Investment	Date	Interest		Par or	Cost	Value
	Identity of Issue, Borrower, Lessor	Type of	Maturity	Rate of	Collateral	Value		Current
						Maturity		
* Fidelity Intermediate Bond Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	\$ 1,102,908
* Fidelity Contrafund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	957,952
Thornburg International Value Fund Class R4		Mutual Fund	n/a	n/a	n/a	n/a	n/a	953,675
* Fidelity Freedom 2030 Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	663,350
* Fidelity Mid Cap Stock Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	633,068
* Fidelity Low Priced Stock Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	506,836
* Fidelity Blue Chip Growth Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	471,740
* Spartan Total Market Index Fund - Investor Class		Mutual Fund	n/a	n/a	n/a	n/a	n/a	455,000
* Fidelity Freedom 2025 Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	350,493
* Fidelity Growth Company Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	339,179
* Fidelity Freedom 2040 Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	331,122
* Fidelity Freedom 2035 Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	265,506
* Fidelity Value Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	261,055
* Fidelity Puritan Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	252,204
* Fidelity Small Cap Discovery		Mutual Fund	n/a	n/a	n/a	n/a	n/a	243,393
* Fidelity Freedom 2020 Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	242,977
* Spartan Extended Market Index Fund - Investor Class		Mutual Fund	n/a	n/a	n/a	n/a	n/a	213,777
* Fidelity OTC Portfolio Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	195,731
* Fidelity Real Estate Investment Portfolio Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	185,115
* Fidelity Dividend Growth Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	180,285
T. Rowe Price Equity Income Fund Advisor Class		Mutual Fund	n/a	n/a	n/a	n/a	n/a	168,296
* Fidelity Small Cap Value Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	165,081
* Spartan US Bond		Mutual Fund	n/a	n/a	n/a	n/a	n/a	134,784
* Fidelity Freedom 2045 Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	133,747
Invesco Developing Markets CL A		Mutual Fund	n/a	n/a	n/a	n/a	n/a	67,304
* Fidelity Freedom 2015 Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	59,652
* Fidelity Large Cap Stock Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	47,235
* Fidelity Freedom 2000 Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	44,016
* Fidelity Freedom 2010 Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	40,385
* Fidelity Freedom Income Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	40,179
* Spartan International Index Investment		Mutual Fund	n/a	n/a	n/a	n/a	n/a	39,687
* Fidelity Freedom 2050 Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	37,665
* Fidelity Fund		Mutual Fund	n/a	n/a	n/a	n/a	n/a	18,224
* Fidelity Money Market Trust Retirement Fund		Money Market						880,107
* Participant Loans		Loans to Participants	varies	4%	n/a	varies	-	73,506
								<u>\$ 10,755,234</u>
* Represents a party-in-interest to the Plan								

Momenta Pharmaceuticals 401(k) Plan

Financial Statements
and
Supplemental Schedule

December 31, 2011 and 2010

Momenta Pharmaceuticals 401(k) Plan

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE
December 31, 2011 and 2010

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Momenta Pharmaceuticals 401(k) Plan
Cambridge, Massachusetts

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Momenta Pharmaceuticals 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2011, and the supplemental schedule of assets as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained a certification from the trustee regarding the completeness and accuracy of the information summarized in Note 6 that was provided to the plan administrator by the trustee as of and for the year ended December 31, 2011 and as of December 31, 2010.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2011 financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey LLP

September 19, 2012
Boston, Massachusetts

Momenta Pharmaceuticals 401(k) Plan

Statements of Net Assets Available for Plan Benefits

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value	\$ 10,681,728	\$ 9,272,791
Notes receivable from participants	73,506	69,470
Net assets available for plan benefits	<u>\$ 10,755,234</u>	<u>\$ 9,342,261</u>

The accompanying notes are an integral part of these financial statements.

Momenta Pharmaceuticals 401(k) Plan

Statement of Changes in Net Assets Available for Plan Benefits

Year Ended December 31, 2011

Investment income (loss):	
Net depreciation in fair value of investments	\$ (490,857)
Interest and dividends	247,712
	<u>(243,145)</u>
Interest income on notes receivable from participants	<u>2,885</u>
Contributions:	
Participant	1,748,165
Employer	542,527
Rollover	163,250
	<u>2,453,942</u>
	<u>2,213,682</u>
Deductions from net assets attributed to:	
Benefits paid to participants	799,866
Administrative expenses	843
Total deductions	<u>800,709</u>
Net increase	1,412,973
Net assets available for plan benefits:	
Beginning of year	<u>9,342,261</u>
End of year	<u><u>\$ 10,755,234</u></u>

The accompanying notes are an integral part of these financial statements.

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

1. DESCRIPTION OF THE PLAN

The following description of the Momenta Pharmaceuticals 401(k) Plan (the "Plan"), of Momenta Pharmaceuticals, Inc. (the "Company"), provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of the Company who have attained at least 21 years of age. Through October 31, 2010, a service requirement of 90 days was required for eligibility. Effective November 1, 2010, the Plan was amended to remove the service requirement from the eligibility requirements. The Plan was established by the Company on October 31, 2003 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Plan was most recently amended and restated on November 1, 2010.

Contributions

Participants, who elect to defer, may contribute up to 60% of their annual wages, subject to statutory limitations.

The Company has the option of making discretionary matching contributions. For the year ended December 31, 2011, the Company made a contribution of an amount equal to 50% of employee's authorized elective deferrals up to 6% of the employee's eligible compensation.

Rollovers

With the approval of the plan administrator, the Plan may receive any amounts received by an employee as a distribution from another qualified plan provided that the receipt of such amounts do not adversely affect the qualified tax status of the Plan. Participants are fully vested in these amounts.

Participant Accounts

Each participant has a separate individual investment account. Each participant's account is credited with the participant's contribution and the Company's matching contribution. Gains and losses on the account shall accrue to such account only. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are fully and immediately vested in their voluntary contributions, rollover contributions, and the earnings and losses thereon. Company matching contributions and earnings thereon vest in accordance with the following schedule:

<u>Years of Service for Vesting</u>	<u>Vesting Percentage</u>
Less than 1	0 %
1	25 %
2	50 %
3	75 %
4	100 %

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

1. DESCRIPTION OF THE PLAN...continued

Investment Elections

Each participant shall direct the investment of his or her own individual account and may select from several mutual funds as well as a money market fund. Each participant has the ability to change his or her investment allocations at any time.

Notes Receivable from Participants

Participants may, upon written application, borrow any amount from \$1,000 up to a maximum of 50% of their total vested account balance or \$50,000 (less the highest outstanding balance on any other loan outstanding in the prior 12 months) as defined by the Plan. The loan repayment period is up to five years and may be extended to ten years for a loan to purchase a principal residence. All loans bear a reasonable rate of interest as determined by the Plan based on the prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances.

Payment of Benefits

The Plan provides for distribution of the vested balance of a participant's account to a participant, spouse or designated beneficiary upon reaching the normal retirement date, 59½ years of age, disability or death. Distributions are made in the form of a lump sum. Upon termination of employment, the participant may elect to leave his or her account on deposit with the trustee of the Plan, unless the balance is less than \$5,000, in which case the amount is distributed out of the Plan.

In accordance with a uniform and nondiscriminatory policy adopted by the plan administrator, a participant may withdraw a portion of his or her vested balance to meet immediate and heavy financial needs, subject to certain limitations outlined in the Plan.

Forfeitures

Forfeitures represent the non-vested portion of terminated participants' account balances. These amounts can be used to reduce future employer contributions or to pay plan administrative expenses. During 2011, forfeitures totaled \$22,223 and forfeitures of \$20,087 were used to fund employer matching contributions. As of December 31, 2011 and 2010, unallocated forfeiture amounts available for future matching contributions were \$19,640 and \$17,504, respectively.

Administrative Expenses

The plan sponsor pays substantially all of the administrative costs for the Plan, except for administrative costs associated with participant loans.

Income Taxes

Generally accepted accounting principles ("GAAP") require Plan management to evaluate tax positions taken by the Plan, and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more likely than not would not be sustained upon examination by a tax authority. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2008.

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates

The financial statements have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board ("FASB"). The FASB sets GAAP to ensure net assets available for plan benefits and changes in net assets available for plan benefits are consistently reported. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification ("FASB ASC"). The financial statements of the Plan are prepared on the accrual basis of accounting.

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. In the statement of changes in net assets available for plan benefits, the Plan presents the net appreciation (depreciation) in the fair value of investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any unpaid interest. Delinquent loans are treated as distributions based on the terms of the plan document.

Payment of Benefits

Benefits are recorded when paid.

Fair Value Measurements

The Plan follows guidance within FASB ASC 820 – *Fair Value Measurements and Disclosures* ("ASC 820"), which defines fair value, and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES...continued

Fair Value Measurements...continued

The three levels of the fair value hierarchy are described below:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Plan in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Plan's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Plan uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or Level 2 to Level 3.

Guidance under these fair value standards also requires disclosures of the breakdown of debt and equity investments by major category based on the nature and risks of the investments. The Plan does not have any non-financial assets or liabilities which are required to be at fair value.

Valuation Techniques

There have been no changes in the valuation techniques used during the current period.

Mutual Funds and Money Market Fund

Fair value of shares of mutual funds and the money market fund represent the net asset value of such shares as of the close of business at the end of the period based on the quoted active market prices of the underlying investments. These securities are categorized in Level 1 as they are actively traded and no valuation adjustments have been applied.

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES...continued

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update ("ASU") 2010-06 – *Fair Value Measurements and Disclosures – Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"), which required new disclosures about transfers of financial assets and liabilities between Levels 1 and 2. ASU 2010-06 also clarified that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. These requirements were implemented in 2010. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes. The guidance related to Level 3 reconciliation measurements is effective for periods beginning on or after December 15, 2010, and has been adopted (see Note 4).

Future Adoption of Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04 – *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS* ("ASU 2011-04"). ASU 2011-04 amended ASC 820 to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards ("IFRS"). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

3. INVESTMENTS

The following table presents the fair value of plan investments at December 31, 2011 and 2010. Investments that represent five percent or more of the Plan's net assets are identified separately.

	<u>2011</u>	<u>2010</u>
Investments at fair value as determined by		
quoted market price:		
Mutual funds:		
Fidelity Intermediate Bond Fund	\$ 1,102,908	\$ 546,449
Fidelity Contrafund	957,952	546,457
Thornburg International Value Fund Class R4	953,675	284,177
Fidelity Freedom 2030 Fund	663,350	553,567
Fidelity Mid Cap Stock Fund	633,068	623,556
Fidelity Diversified International Fund	-	718,717
Other	<u>5,490,668</u>	<u>5,403,090</u>
	<u>9,801,621</u>	<u>8,676,013</u>
 Fidelity Money Market Trust Retirement Fund	 <u>880,107</u>	 <u>596,778</u>
 Total investments at fair value	 <u>\$ 10,681,728</u>	 <u>\$ 9,272,791</u>

During the year ended December 31, 2011, the Plan's investments in mutual funds depreciated in fair value (including gains and losses on investments bought and sold, as well as held during the year) by \$490,857.

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

4. FAIR VALUE MEASUREMENTS

Assets measured at fair value on a recurring basis as of December 31, 2011 and 2010 are as follows:

	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2011</u>				
Investments:				
Mutual funds:				
Mid/Large cap funds	\$ 7,010,594	\$ 7,010,594	\$ -	\$ -
Fixed income funds	1,321,887	1,321,887	-	-
International funds	1,060,666	1,060,666	-	-
Small cap funds	<u>408,474</u>	<u>408,474</u>	<u>-</u>	<u>-</u>
Total mutual funds	9,801,621	9,801,621	-	-
Money market funds	<u>880,107</u>	<u>880,107</u>	<u>-</u>	<u>-</u>
	<u>\$ 10,681,728</u>	<u>\$ 10,681,728</u>	<u>\$ -</u>	<u>\$ -</u>
	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2010</u>				
Investments:				
Mutual funds:				
Mid/Large cap funds	\$ 6,383,104	\$ 6,383,104	\$ -	\$ -
International funds	1,004,015	1,004,015	-	-
Fixed income funds	991,544	991,544	-	-
Small cap funds	<u>297,350</u>	<u>297,350</u>	<u>-</u>	<u>-</u>
Total mutual funds	8,676,013	8,676,013	-	-
Money market funds	<u>596,778</u>	<u>596,778</u>	<u>-</u>	<u>-</u>
	<u>\$ 9,272,791</u>	<u>\$ 9,272,791</u>	<u>\$ -</u>	<u>\$ -</u>

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

5. NOTES RECEIVABLE FROM PARTICIPANTS

The Plan permits its participants to obtain loans against their account balance. As of December 31, 2011 and 2010, total loans outstanding were \$73,506 and \$69,470, respectively. During the year ended December 31, 2011, interest earned on such loans was \$2,885. Loans to participants are collateralized by the respective participant's remaining account balance. Also, certain restrictions apply to participant loans, as defined in the plan document.

6. INFORMATION PREPARED AND CERTIFIED BY PLAN'S TRUSTEE

The following is a summary of the Plan's asset information as of December 31, 2011 and 2010, and for the year ended December 31, 2011, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Fidelity Management Trust Company, the trustee, and furnished to the plan administrator. The plan administrator has obtained certifications from the trustee that information provided to the plan administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information related to the following assets:

	<u>2011</u>	<u>2010</u>
Investments, at fair value	<u>\$ 10,681,728</u>	<u>\$ 9,272,791</u>
Notes receivable from participants	<u>\$ 73,506</u>	<u>\$ 69,470</u>

For the year ended December 31, 2011, Fidelity Management Trust Company certifies to the completeness and accuracy of \$490,857 of net depreciation in fair value of investments and \$250,597 of interest and dividends related to the aforementioned assets.

7. TAX STATUS

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

8. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

Momenta Pharmaceuticals 401(k) Plan

Notes to Financial Statements
December 31, 2011 and 2010

9. PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments in shares of mutual funds and a money market fund are managed by Fidelity Management Trust Company, the trustee of the Plan, and therefore, these transactions qualify as party-in-interest transactions as the term is defined in Section 3(14) of ERISA. The Plan also issues notes receivables from participants, which are secured by the balances in the participants' accounts, which also represent party-in-interest transactions.

10. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

11. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through September 19, 2012, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

December 31, 2011

(a)	(b)	Description of Investment					(d)	(e)
	or Similar Party Identity of Issue, Borrower, Lessor	Investment Type of	Date Maturity	Interest Rate of		Par or Value Maturity	Cost	Value Current
* Fidelity Intermediate Bond Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	\$ -	1,102,908
* Fidelity Contrafund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	957,952
Thornburg International Value Fund Class R4	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	953,675
* Fidelity Freedom 2030 Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	663,350
* Fidelity Mid Cap Stock Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	633,068
* Fidelity Low Priced Stock Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	506,836
* Fidelity Blue Chip Growth Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	471,740
* Spartan Total Market Index Fund - Investor Class	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	455,000
* Fidelity Freedom 2025 Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	350,493
* Fidelity Growth Company Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	339,179
* Fidelity Freedom 2040 Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	331,122
* Fidelity Freedom 2035 Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	265,506
* Fidelity Value Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	261,055
* Fidelity Puritan Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	252,204
* Fidelity Small Cap Discovery	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	243,393
* Fidelity Freedom 2020 Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	242,977
* Spartan Extended Market Index Fund - Investor Class	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	213,777
* Fidelity OTC Portfolio Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	195,731
* Fidelity Real Estate Investment Portfolio Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	185,115
* Fidelity Dividend Growth Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	180,285
T. Rowe Price Equity Income Fund Advisor Class	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	168,296
* Fidelity Small Cap Value Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	165,081
* Spartan US Bond	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	134,784
* Fidelity Freedom 2045 Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	133,747
Invesco Developing Markets CL A	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	67,304
* Fidelity Freedom 2015 Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	59,652
* Fidelity Large Cap Stock Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	47,235
* Fidelity Freedom 2000 Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	44,016
* Fidelity Freedom 2010 Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	40,385
* Fidelity Freedom Income Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	40,179
* Spartan International Index Investment	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	39,687
* Fidelity Freedom 2050 Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	37,665
* Fidelity Fund	Mutual Fund	n/a	n/a	n/a	n/a	n/a	-	18,224
* Fidelity Money Market Trust Retirement Fund	Money Market							880,107
* Participant Loans	Loans to Participants	varies	4%	n/a	varies	-		<u>73,506</u>
								<u>\$ 10,755,234</u>
<i>* Represents a party-in-interest to the Plan</i>								