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MEDICINES CO /DE
Form S-3MEF
March 14, 2003

As Filed with the Securities and Exchange Commission on March 13, 2003
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

THE MEDICINES COMPANY

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State of Incorporation)

04-3324394
(I.R.S. Employer
Identification Number)

FIVE SYLVAN WAY, SUITE 200
PARSIPPANY, NEW JERSEY 07054
(973) 656-1616

(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

CLIVE A. MEANWELL
EXECUTIVE CHAIRMAN
THE MEDICINES COMPANY
FIVE SYLVAN WAY, SUITE 200
PARSIPPANY, NEW JERSEY 07054
(973) 656-1616

(Name, Address, Including Zip Code, And Telephone Number,
Including Area Code, of Agent For Service)

COPIES TO:

STUART M. FALBER, ESQ.
HALE AND DORR LLP
60 STATE STREET
BOSTON, MASSACHUSETTS 02109
(617) 526-6000

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ROPES & GRAY
ONE INTERNATIONAL PLACE
BOSTON, MASSACHUSETTS 02110
(617) 951-7000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the

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earlier effective registration statement for the same offering. [X] 333-103601

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF SHARES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1) (2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (3)
Common Stock, \$0.001 par value per share.....	997,280	\$17.50	\$17,452,400

- (1) The registrant previously registered an aggregate of 4,600,000 shares on a registration statement on Form S-3 (File No. 333-103601), for which a filing fee of \$7,060 was paid.
- (2) Includes 97,280 shares that the underwriters have the option to purchase to cover over-allotments, if any.
- (3) Estimated solely for purposes of calculating the amount of the registration fee pursuant to Rule 457 under the Securities Act of 1933.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$.001 per share, of The Medicines Company, a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier effective registration statement (File No. 333-103601), including each of the documents filed with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Parsippany, state of New Jersey, on March 13, 2003.

THE MEDICINES COMPANY

By: /s/ Steven H. Koehler

Steven H. Koehler
Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on March 13, 2003:

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SIGNATURE	TITLE(S)
* ----- Clive A. Meanwell	Executive Chairman and Chairman of the Board of Directors (Principal Executive Officer)
* ----- David M. Stack	Chief Executive Officer, President and Director (Principal Executive Officer)
/s/ Steven H. Koehler ----- Steven H. Koehler	Chief Financial Officer (Principal Financial and Accounting Officer)
* ----- Leonard Bell	Director
* ----- Stewart J. Hen	Director
* ----- M. Fazle Husain	Director
* ----- T. Scott Johnson	Director
* ----- Armin M. Kessler	Director
* ----- Nicholas J. Lowcock	Director
* ----- James E. Thomas	Director

*By: /s/ Steven H. Koehler

Steven H. Koehler
Attorney-in-fact

EXHIBIT INDEX

NUMBER	DESCRIPTION
5.1	Opinion of Hale and Dorr LLP
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Hale and Dorr LLP (included in Exhibit 5.1)

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24.1*

Powers of Attorney

* Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-103601) filed with the Commission on March 5, 2003.