

MEDICINES CO /DE  
Form SC 13G  
February 06, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

The Medicines Company

Common Stock  
(Title of Class of Securities)

584688105  
(CUSIP Number)

December 31, 2018  
(Date of Event which Requires Filing of this Statement)

Check the  
appropriate box to  
designate the rule  
pursuant to which  
this Schedule is  
filed:

☒ Rule 13d-1(b)  
☐ Rule 13d-1(c)  
☐ Rule 13d-1(d)

\* The remainder of  
this cover page  
shall be filled out  
for a reporting  
person's initial  
filing on this form  
with respect to the  
subject class of  
securities, and for  
any subsequent  
amendment  
containing  
information which  
would alter the  
disclosures

provided in a prior  
cover page.

The information  
required on the  
remainder of this  
cover page shall  
not be deemed to  
be "filed" for the  
purpose of Section  
18 of the Securities  
Exchange Act of  
1934 ("Act") or  
otherwise subject  
to the liabilities of  
that section of the  
Act but shall be  
subject to all other  
provisions of the  
Act (however, see  
the Notes).

SCHEDULE 13G  
CUSIP No. 584688105

Names of Reporting  
Persons.

1. Iridian Asset Management  
LLC  
I.R.S. Identification Nos. of  
above persons (entities  
only).

2. Check the Appropriate Box  
if a Member of a Group  
(See Instructions)  
(a) ☒ (b) ☐

3. SEC USE ONLY

4. Citizenship or Place of  
Organization  
Delaware

- |   |                           |
|---|---------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by | 5. Sole Voting Power<br>0 |
|   | 6.                        |

Each Reporting Person With:

Shared Voting Power  
3,743,851

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
3,743,851

9. Aggregate Amount  
Beneficially Owned by  
Each Reporting Person  
3,743,851

10. Check if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares  
(See Instructions) [ ]

11. Percent of Class  
Represented by Amount in  
Row (9)  
5.1%

12. Type of Reporting Person  
IA

2

SCHEDULE 13G  
CUSIP No. 584688105

Names of Reporting  
Persons.

1. David L. Cohen  
I.R.S. Identification Nos. of  
above persons (entities  
only).

2. Check the Appropriate Box  
if a Member of a Group  
(See Instructions)  
(a) [ X ] (b) [ ]

3. SEC USE ONLY

4. Citizenship or Place of  
Organization  
United States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

5. Sole Voting Power  
0

6. Shared Voting Power  
3,743,851

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
3,743,851

9. Aggregate Amount  
Beneficially Owned by  
Each Reporting Person  
3,743,851

10. Check if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares  
(See Instructions) [ ]

11. Percent of Class  
Represented by Amount in  
Row (9)  
5.1%

12. Type of Reporting Person  
IN

3

SCHEDULE 13G  
CUSIP No. 584688105

Names of Reporting  
Persons.

1. Harold J. Levy  
I.R.S. Identification Nos. of  
above persons (entities  
only).

2. Check the Appropriate Box  
if a Member of a Group  
(See Instructions)  
(a) [X] (b) [ ]

3. SEC USE ONLY

4.

Citizenship or Place of  
Organization  
United States

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
3,743,851

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
3,743,851

9. Aggregate Amount  
Beneficially Owned by  
Each Reporting Person  
3,743,851

10. Check if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares  
(See Instructions) [ ]

11. Percent of Class  
Represented by Amount in  
Row (9)  
5.1%

12. Type of Reporting Person  
IN

4

Item 1.

Name of Issuer

(a) The Medicines Company

(b) Address of Issuer's Principal  
Executive Offices  
8 Sylvan Way, Parsippany, NJ  
07054

Item 2.

(a) Name of Person Filing

This Statement is being filed

by and on behalf of Iridian Asset Management LLC ("Iridian"), David L. Cohen ("Cohen") and Harold J. Levy ("Levy") (collectively, the "Reporting Persons").

Iridian is majority owned by Arovid Associates LLC, a Delaware limited liability company owned and controlled by the following: 12.5% by Cohen, 12.5% by Levy, 37.5% by LLMD LLC, a Delaware limited liability company, and 37.5% by ALHERO LLC, a Delaware limited liability company. LLMD LLC is owned 1% by Cohen, and 99% by a family trust controlled by Cohen. ALHERO LLC is owned 1% by Levy and 99% by a family trust controlled by Levy.

Address of Principal Business Office or, if none, Residence

- (b) The principal business address of the Reporting Persons is 276 Post Road West, Westport, CT 06880-4704.

Citizenship or Place of Organization

- (c) Iridian is a Delaware limited liability company. Cohen and Levy are US citizens.

Title of Class of Securities

- (d) Common Stock, \$.001 par value

CUSIP Number

- (e) 584688105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) [ Broker or dealer registered  
under section 15 of the Act  
] (15 U.S.C. 78o).
- (b) [ Bank as defined in section  
3(a)(6) of the Act (15 U.S.C.  
] 78c).
- (c) [ Insurance company as defined  
in section 3(a)(19) of the Act  
] (15 U.S.C. 78c).
- (d) [ Investment company  
registered under section 8 of  
the Investment Company Act  
] of 1940 (15 U.S.C 80a-8).
- (e) [ An investment adviser in  
accordance with  
] §240.13d-1(b)(1)(ii)(E);
- (f) [ An employee benefit plan or  
endowment fund in  
] accordance with  
§240.13d-1(b)(1)(ii)(F);
- (g) [ A parent holding company or  
control person in accordance  
] with § 240.13d-1(b)(1)(ii)(G);
- (h) [ A savings associations as  
defined in Section 3(b) of the  
Federal Deposit Insurance  
] Act (12 U.S.C. 1813);
- (i) [ A church plan that is  
excluded from the definition  
of an investment company  
under section 3(c)(14) of the  
] Investment Company Act of  
1940 (15 U.S.C. 80a-3);
- (j) [ Group, in accordance with  
] x§240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) and (b) Amount beneficially owned  
and Percent of Class:  
As of the date of this  
Statement, the Reporting  
Persons beneficially owned in  
the aggregate 3,743,851 shares  
of Common Stock which  
equates to approximately 5.1%  
of the outstanding shares (the  
percentage of shares of  
Common Stock owned being  
based upon 73,862,176 shares  
of Common Stock outstanding  
as of November 5, 2018 as set

forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018).

Iridian has direct beneficial ownership of the shares of Common Stock in the accounts for which it serves as the investment adviser under its investment management agreements.

Messrs. Cohen and Levy may be deemed to possess beneficial ownership of the shares of Common Stock beneficially owned by Iridian by virtue of their indirect controlling ownership of Iridian, and having the power to vote and direct the disposition of shares of Common Stock as joint Chief Investment Officers of Iridian.

Messrs. Cohen and Levy disclaim beneficial ownership of such shares.

As used herein, "beneficial ownership" has the meaning set forth in Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

Power to vote or dispose.

- (c) Iridian has the direct power to vote or direct the vote, and the direct power to dispose or direct the disposition, of 3,743,851 shares of Common Stock. Cohen and Levy may be deemed to share with Iridian the power to vote or direct the vote and to dispose or direct the disposition of such shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the



following [    ].  
Not Applicable.

Item 6.        Ownership of More than Five  
                Percent on Behalf of Another  
                Person  
Not Applicable

Item 7.        Identification and Classification  
                of the Subsidiary Which  
                Acquired the Security Being  
                Reported on By the Parent  
                Holding Company  
Not Applicable.

Item 8.        Identification and Classification  
                of Members of the Group  
Iridian is an investment adviser registered  
under Section 203 of the Investment  
Advisers Act of 1940, and its principal  
business is managing a number of accounts  
containing securities over which Iridian has  
voting and dispositive power.  
Each of Messrs. Cohen and Levy has a  
controlling interest in Iridian, and serves as  
Co-Chief Executive Officer and Co-Chief  
Investment Officer of Iridian.

Item 9.        Notice of Dissolution of Group  
Not Applicable

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Item 10. Certification

By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of its or his knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 2019

IRIDIAN ASSET MANAGEMENT  
LLC

/s/ Jeffrey M. Elliott

By: \_\_\_\_\_

Jeffrey M. Elliott

Title: Executive Vice President

David L. Cohen

/s/ Jeffrey M. Elliott

By: \_\_\_\_\_

Jeffrey M. Elliott

Title: Agent

Harold J. Levy

/s/ Jeffrey M. Elliott

By: \_\_\_\_\_

Jeffrey M. Elliott

Title: Agent