

DENNER ALEXANDER J

Form 4

August 31, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DENNER ALEXANDER J

(Last) (First) (Middle)

C/O SARISSA CAPITAL  
MANAGEMENT LP, 660  
STEAMBOAT ROAD

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
MEDICINES CO /DE [MDCO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/31/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/31/2017		A		7,146 <u>(1)</u>	A \$ 36.69	1,752,000	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock							6,663	D	

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

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

SEC 1474  
(9-02)

# Edgar Filing: DENNER ALEXANDER J - Form 4

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 0					08/31/2017	08/31/2017	Common Stock	0	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DENNER ALEXANDER J C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD GREENWICH, CT 06830	X

## Signatures

/s/ Alexander J. Denner 08/31/2017

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

(1) On August 31, 2017, in connection with a private transaction with Sarissa Capital Master Offshore Fund LP, a Cayman Island exempted limited partnership ("Sarissa Offshore"), and Sarissa Capital Domestic Fund LP, a Delaware limited partnership ("Sarissa Domestic"), Dr. Alexander Denner increased his pecuniary interest in shares of common stock of The Medicines Company through his direct interest in Sarissa Domestic and his indirect interest in Sarissa Offshore.

(2) All shares reported herein as of August 31, 2017 are beneficially owned by Sarissa Offshore. Sarissa Capital Management GP LLC, a Delaware limited liability company ("Sarissa Capital GP"), is the general partner of Sarissa Capital Management LP, a Delaware limited partnership ("Sarissa Capital"), the investment advisor to Sarissa Offshore. Dr. Denner is the Chief Investment Officer of Sarissa Capital and the managing member of Sarissa Capital GP. By virtue of the foregoing, Dr. Denner may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 of the Securities Exchange Act of 1934, as amended) the shares that Sarissa Offshore directly beneficially owns. Dr. Denner disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein.

## Edgar Filing: DENNER ALEXANDER J - Form 4

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

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