

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
Shares
Beneficially
Owned by | 5. Sole Voting Power
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) ☒ (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

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

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

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

Type of Reporting Person
12. 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

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