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MEDICINES CO/ MA
Form SC 13D/A
November 22, 2002

Schedule 13D

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)

THE MEDICINES COMPANY, INC.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

584688 10 5

(CUSIP Number)

Scott A. Arenare, Esq.
Managing Director and General Counsel
Warburg Pincus LLC
466 Lexington Avenue
New York, New York 10017
(212) 878-0600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:

Peter H. Jakes, Esq.
Willkie Farr & Gallagher
787 Seventh Avenue
New York, New York 10019-6099
(212) 728-8000

November 20, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

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CUSIP No.584688 10 5

-
1. Names of Reporting Persons. I.R. S. Nos. of above persons (entities only).
Warburg, Pincus Ventures, L.P. I.R.S. #13-3784037
-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
-
3. SEC Use Only
-
4. Source of Funds (See Instructions)
WC
-
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
-
6. Citizenship or Place of Organization
Delaware
-
- | | | |
|--------------|------------------------------|-----------|
| | 7. Sole Voting Power | |
| | | 0 |
| Number of | ----- | ----- |
| Shares | 8. Shared Voting Power | |
| Beneficially | | 4,151,258 |
| Owned by | ----- | ----- |
| Each | 9. Sole Dispositive Power | |
| Reporting | | 0 |
| Person | ----- | ----- |
| With | 10. Shared Dispositive Power | |
| | | 4,151,258 |
-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,151,258
-
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
-
13. Percent of Class Represented by Amount in Row (11) 10.2%
-
14. Type of Reporting Person (See Instructions)
PN
-

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CUSIP No.584688 10 5

1. Names of Reporting Persons. I.R. S. Nos. of above persons (entities only).
 Warburg Pincus & Co. I.R.S. #13-6358475

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

3. SEC Use Only

4. Source of Funds (See Instructions)
 WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
 New York

	7. Sole Voting Power	
		0
Number of	-----	
Shares	8. Shared Voting Power	
Beneficially		4,151,258
Owned by	-----	
Each	9. Sole Dispositive Power	
Reporting		0
Person	-----	
With	10. Shared Dispositive Power	
		4,151,258

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 4,151,258

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []

13. Percent of Class Represented by Amount in Row (11) 10.2%

14. Type of Reporting Person (See Instructions)
 PN

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CUSIP No.584688 10 5

1. Names of Reporting Persons. I.R. S. Nos. of above persons (entities only).

Warburg Pincus LLC I.R.S. #13-3536050
(formerly E.M. Warburg, Pincus & Co., LLC)

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

(a) []

(b) [x]

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) []

6. Citizenship or Place of Organization

New York

7. Sole Voting Power

0

Number of
Shares
Beneficially
Owned by
Each

8. Shared Voting Power

4,151,258

Reporting
Person
With

9. Sole Dispositive Power

0

10. Shared Dispositive Power

4,151,258

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,151,258

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []

13. Percent of Class Represented by Amount in Row (11) 10.2%

14. Type of Reporting Person (See Instructions)
OO

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This Amendment No. 2 amends the Schedule 13D filed on May 23, 2001, as amended by Amendment No. 1 filed on July 29, 2002 (as amended the "Schedule 13D") on behalf of Warburg, Pincus Ventures, L.P., a Delaware limited partnership ("Ventures"), Warburg Pincus & Co., a New York general partnership ("WP") and Warburg Pincus LLC (formerly E.M. Warburg, Pincus & Co., LLC), a New York limited liability company ("WP LLC" and, together with WPV and WP, the "Reporting Entities"). This Schedule 13D relates to the Common Stock, par value \$0.001, of The Medicines Company, Inc., a corporation organized under Delaware law (the "Company"). Unless the context otherwise requires, references herein to the "Common Stock" are to the Common Stock of the Company, par value \$0.001 per share.

Unless otherwise indicated herein, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by adding the following:

On November 20, 2002, Ventures sold an aggregate of 2,460,000 shares of Common Stock at \$14.00 per share and distributed 2,527,499 shares of Common Stock to its partners. As of such date and after giving effect to the sale and the distribution, the Reporting Persons beneficially owned 4,151,258 shares of Common Stock, or approximately 10.2% of the shares of Common Stock outstanding (comprised of (i) 39,299,967 shares of Common Stock outstanding as of October 23, 2002; and (ii) 1,275,810 additional shares of Common Stock issuable on the exercise of the immediately exercisable warrants held by Ventures).

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Signatures

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

Dated: November 21, 2002

WARBURG, PINCUS VENTURES, L.P.

By: Warburg, Pincus & Co.,
General Partner

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: General Partner

Dated: November 21, 2002

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

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Title: General Partner

Dated: November 21, 2002

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Managing Director