

MICROMET, INC.
Form 10-K/A
July 20, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K/A

(Amendment No. 1)

FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTIONS 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2009

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from
to
Commission File Number: 0-50440

MICROMET, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

52-2243564
(I.R.S. Employer
Identification No.)

6707 Democracy Boulevard, Suite 505
Bethesda, MD
(Address of Principal Executive Offices)

20817
(Zip Code)

(240) 752-1420
(Registrant's Telephone Number, Including Area Code)
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$0.00004 per share, including associated Series A Junior Participating Preferred Stock Purchase Rights	Nasdaq Global Market
Securities registered pursuant to Section 12(g) of the Act: None	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Note — checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2009, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$220.0 million, based on the closing price of the registrant's common stock on that date as reported by the NASDAQ Global Market.

The number of outstanding shares of the registrant's common stock, par value \$0.00004 per share, as of March 2, 2010 was 69,212,460 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement filed with the Securities and Exchange Commission on April 30, 2010 were incorporated by reference into Part III of the Annual Report.

EXPLANATORY NOTE

This Amendment No. 1 (“Amendment No. 1”) amends the Annual Report on Form 10-K of Micromet, Inc. (the “Company”) for the fiscal year ended December 31, 2009, originally filed with the Securities and Exchange Commission (the “SEC”) on March 5, 2010 (the “Annual Report”). The Company is filing this Amendment No. 1 solely to update Exhibits 10.33, 10.34, 10.37 and 10.38 to the Annual Report (each, an “Exhibit”). The Company sought confidential treatment for portions of each Exhibit and, following correspondence with the SEC, has restored certain portions of each Exhibit that were previously redacted.

Additionally, the Company is re-filing a corrected table under the caption “Equity Compensation Plan Information” included in Part III, Item 12 of the Annual Report, to correct the table that was included in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 30, 2010 (the “Proxy Statement”) and incorporated by reference into the Annual Report.

Except for the foregoing, this Amendment No. 1 does not amend the Annual Report in any way and does not modify or update any disclosures contained in the Annual Report, which continues to speak as of the original date of the Annual Report. Accordingly, this Amendment No. 1 should be read in conjunction with the Annual Report and the Company’s other filings made with the SEC subsequent to the Annual Report.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 includes updated certifications from the Registrant’s Chief Executive Officer and Chief Financial Officer.

PART III

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table provides certain information with respect to all of our equity compensation plans in effect as of December 31, 2009.

Equity Compensation Plan Information

Plan Category	Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders(1)	7,723,313	\$ 3.58	1,035,778
Equity compensation plans not approved by security holders(2)	1,328,276	\$ 2.94	292,099
Total	9,051,589	\$ 3.48	1,327,877

(1) Includes the 2003 Amended and Restated Equity Incentive Plan and the Employee Stock Purchase Plan. On January 1 of each year during the initial ten-year term of the 2003 Amended and Restated Equity Incentive Plan, the number of shares which may be issued under such plan is increased by the least of (i) five percent (5%) of the Company's outstanding shares on such date, (ii) 2,500,000 shares or (iii) a lesser amount determined by the board. No shares are currently outstanding under the Employee Stock Purchase Plan and 234,819 shares remain available under that plan.

(2) Consists of the 2006 Equity Incentive Award Plan and the Third Amended and Restated 2000 Stock Incentive Award Plan.

Descriptions of our equity incentive plans that were not approved by our stockholders and additional information regarding approved plans are contained in Note 13 to the Consolidated Financial Statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

All other information required by this item is set forth in the Proxy Statement under the heading "Security Ownership of Certain Beneficial Owners and Management" and is incorporated in this report by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

Exhibit Number	Description
3.1(5)	Amended and Restated Certificate of Incorporation of the Registrant
3.2(13)	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Registrant

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- 3.3(7) Certificate of Designations of Series A Junior Participating Preferred Stock of the Registrant
 - 3.4(22) Amended and Restated Bylaws effective October 3, 2007
 - 4.1(28) Form of Specimen Common Stock Certificate
 - 4.2(7) Rights Agreement, by and between the Registrant and American Stock Transfer & Trust Company, LLC, which includes the form of Certificate of Designations of the Series A Junior Participating Preferred Stock of the Registrant as Exhibit A, the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C, dated as of November 3, 2004
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- 4.3(10) First Amendment to Rights Agreement, by and between the Registrant and American Stock Transfer & Trust Company, LLC, dated as of March 17, 2006
- 4.4(18) Form of Warrant to Purchase Common Stock, dated May 5, 2006
- 4.5(14) Form of Warrants to purchase an aggregate of 555,556 shares of Common Stock, in favor of funds affiliated with NGN Capital, LLC, dated July 24, 2006
- 4.6(20) Warrant to Purchase Common Stock, dated June 19, 2007
- 4.7(20) Alternate Warrant to Purchase Common Stock, dated June 19, 2007
- 4.8(25) Form of Warrant to Purchase Common Stock dated October 2, 2008
- 4.9(25) Alternate Form of Warrant to Purchase Common Stock dated October 2, 2008
- 4.10(26) Common Stock Purchase Agreement dated December 1, 2008 between the Registrant and Kingsbridge Capital Limited
- 4.11(26) Registration Rights Agreement dated December 1, 2008 between the Registrant and Kingsbridge Capital Limited
- 4.12(16) Warrant to purchase 285,000 shares of Common Stock, issued to Kingsbridge Capital Limited, dated August 30, 2006
- 4.13(26) Warrant to Purchase Common Stock dated December 1, 2008 and issued to Kingsbridge Capital Limited
- 10.1(17)(#) Executive Employment Agreement, by and between the Registrant and Christian Itin, dated June 2, 2006
- 10.2(24)(#) Executive Employment Agreement, by and between the Registrant and Barclay Phillips, dated August 30, 2008
- 10.3(27)(#) Amendment No. 1 to Executive Employment Agreement, by and between the Registrant and Barclay Phillips, dated November 18, 2008
- 10.4(27)(#) Amendment No. 2 to Executive Employment Agreement, by and between the Registrant and Barclay Phillips, dated December 23, 2008
- 10.5(27)(#) Amended and Restated Executive Employment Agreement, by and between the Registrant and Matthias Alder, dated December 23, 2008
- 10.6(27)(#) Amended and Restated Executive Employment Agreement, by and between the Registrant and Mark Reisenauer, dated December 23, 2008
- 10.7(32)(#) Executive Employment Agreement, by and between the Registrant and Jan Fagerberg, dated September 17, 2009
- 10.8(18)(#) Executive Employment Agreement, by and between the Registrant and Jens Hennecke, dated June 2, 2006
- 10.9(18)(#) Executive Employment Agreement, by and between the Registrant and Patrick Baeuerle, dated June 2, 2006
- 10.10(30)(#) Separation Agreement by and between the Registrant and Carsten Reinhardt, dated July 6, 2009
- 10.11(28)(#) 2009 Management Incentive Compensation Plan
- 10.12(29)(#) Non-Employee Director Compensation Policy
- 10.13(2)(#) Third Amended and Restated 2000 Stock Incentive Plan
- 10.14(4)(#) Employee Stock Purchase Plan
- 10.15(31)(#) Amended and Restated 2003 Equity Incentive Award Plan
- 10.16(18)(#) 2006 Equity Incentive Award Plan
- 10.17(2)(#) Form of Indemnification Agreement entered into by the Registrant with its directors and executive officers
- 10.18(21) Office Building Lease Agreement dated April 1, 2007 between Micromet, Inc. and Second Rock Spring Park Limited Partnership
- 10.19(18)(@) Lease Agreement by and between Micromet AG and GEK Grundstücksverwaltungsgesellschaft mbH & Co. Objekt Eins KG, dated December 10, 2002, as amended
- 10.20(21)(&) Sublease Agreement, dated June 15, 2007, by and between Micromet AG and Roche Diagnostics GmbH

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- 10.21(32)(@) Lease Agreement by and between Micromet AG and KfV Immobilienverwaltungs GmbH, dated November 4, 2009
- 10.22(1) Standard Industrial/Commercial Single-Tenant Lease-Net, by and between the Registrant and Blackmore Airport Centre, dated August 31, 2001
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- 10.23(12) Sublease Agreement, by and between the Registrant and Genoptix, Inc., dated as of April 26, 2006
- 10.24(19) Amendment No. 1 to Sublease dated April 2, 2007 by and between Micromet, Inc. and Genoptix, Inc.
- 10.25(1) Lease, by and between Spieker Properties, L.P. and John Wayne Cancer Institute, made as of July 22, 1999
- 10.26(1) Agreement of Lease Assignment, by and between the Registrant and John Wayne Cancer Institute, dated as of August 4, 2000
- 10.27(1) First Amendment to Lease, by and between the Registrant (as successor in interest to John Wayne Cancer Institute) and EOP — Marina Business Center, L.L.C. (as successor in interest to Spieker Properties, L.P.), entered into as of October 1, 2001
- 10.28(1) Second Amendment to Lease, by and between the Registrant and EOP — Marina Business Center, L.L.C., entered into as of September 4, 2002
- 10.29(8) Third Amendment to Lease, by and between the Registrant and CA-Marina Business Center Limited Partnership, entered into as of November 14, 2003
- 10.30(9) Fourth Amendment to Lease, by and between the Registrant and Marina Business Center, LLC, entered into as of January 18, 2005
- 10.31(13) Fifth Amendment to Lease, by and among the Registrant, Marina Business Center, LLC, and American Bioscience, Inc., dated as of April 18, 2006
- 10.32(11) Assignment and Assumption of Lease, by and between the Registrant and American Bioscience, Inc., effective as of May 1, 2006
- 10.33(+) Termination and License Agreement, by and between MedImmune, LLC and Micromet AG, dated as of November 4, 2009
- 10.34(+) Development and Supply Agreement, by and between Lonza Sales AG and Micromet AG, dated as of November 23, 2009
- 10.35(18)(%) BiTE Research Collaboration Agreement, by and between Micromet AG and MedImmune, Inc., dated June 6, 2003
- 10.36(28)(%) Option, Collaboration and License Agreement, by and between Micromet AG and Bayer Schering Pharma AG, dated January 12, 2009
- 10.37(+) Amendment No. 1 to Option, Collaboration and License Agreement, by and between Micromet AG and Bayer Schering Pharma AG, dated as of November 25, 2009
- 10.38(+) Collaboration and License Agreement, by and between Micromet AG and sanofi-aventis, dated October 28, 2009
- 10.39(21)(%) Collaboration and License Agreement, dated May 24, 2007, by and between Micromet AG and Altana Pharma AG, a wholly-owned subsidiary of Nycomed A/S
- 10.40(19)(%) License Agreement dated March 14, 2007 by and between Cell-Matrix, Inc. and TRACON Pharmaceuticals, Inc.
- 10.41(18)(%) Collaboration and License Agreement, by and between Micromet AG and Ares Trading S.A., dated as of December 3, 2004, as amended on November 30, 2006
- 10.42(23)(%) Second Amendment to Collaboration and License Agreement dated October 19, 2007 by and between Micromet AG and Merck Serono International SA
- 10.43(18)(%) Research and License Agreement, by and between Micromet AG and Biovation Limited, dated August 14, 2001, as amended on September 26, 2002 and June 16, 2004
- 10.44(18)(%) Non-Exclusive Product License Agreement for MT201, by and between Micromet AG and Cambridge Antibody Technology Limited, dated September 3, 2003, as amended on March 17, 2005
- 10.45(18)(%) Non-Exclusive Product License Agreement for MT203, by and between Micromet AG and Cambridge Antibody Technology Limited, dated November 3, 2003, as amended on March 17, 2005
- 10.46(18)(%) Amended and Restated Cross-License Agreement, by and between Micromet AG and Enzon Pharmaceuticals, Inc., dated June 28, 2004, as amended on March 17, 2005
- 10.47(18)(%) GM-CSF License Agreement, by and between Micromet AG and Enzon Pharmaceuticals, Inc., dated November 21, 2005
- 10.48(6)(%)

Amended and Restated Collaboration Agreement, by and between Cell-Matrix, Inc., a wholly owned subsidiary of the Registrant, and Applied Molecular Evolution, dated as of October 15, 2004

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- 10.49(15)(%) First Amendment to Amended and Restated Collaboration Agreement, by and between Cell-Matrix, Inc., a wholly-owned subsidiary of the Registrant, and Applied Molecular Evolution, dated as of June 10, 2006
- 10.50(3)(%) License Agreement, by and between the University of Southern California and Cell-Matrix, Inc. f/k/a Bio-Management, Inc., dated September 19, 1999
- 10.51(18)(%) First Amendment to License Agreement, by and between the University of Southern California and Cell-Matrix, Inc., dated as of February 23, 2007
- 11.1(32) Computation of Per Share Earnings
- 21.1(32) List of Subsidiaries
- 23.1(32) Consent of Ernst & Young LLP
- 23.2(32) Consent of Ernst & Young GmbH WPG, formerly known as Ernst & Young AG and Ernst & Young Deutsche Allgemeine Treuhand AG WPG
- 24.1(32) Powers of Attorney
- 31.1 Certification of Principal Executive Officer pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934
- 31.2 Certification of Principal Financial Officer pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934
- 32(32) (*) Certifications of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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- (1) Previously filed on August 14, 2003 as an exhibit to the Registrant's Registration Statement on Form S-1 (Registration No. 333-107993) and incorporated by reference herein.
 - (2) Previously filed on September 16, 2003 as an exhibit to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-107993) and incorporated by reference herein.
 - (3) Previously filed on October 24, 2003 as an exhibit to Amendment No. 4 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-107993) and incorporated by reference herein.
 - (4) Previously filed on October 30, 2003 as an exhibit to the Registrant's Registration Statement on Form S-8 (Registration No. 333-110085) and incorporated by reference herein.
 - (5) Previously filed on December 11, 2003 as an exhibit to the Registrant's Quarterly Report on Form 10-Q and incorporated by reference herein.
 - (6) Previously filed on October 21, 2004 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
 - (7) Previously filed on November 8, 2004 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
 - (8) Previously filed on December 29, 2004 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
 - (9) Previously filed on January 20, 2005 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
 - (10)

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Previously filed on March 20, 2006 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.

(11) Previously filed on April 20, 2006 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.

- (12) Previously filed on May 1, 2006 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
- (13) Previously filed on May 10, 2006 as an exhibit to the Registrant's Quarterly Report on Form 10-Q and incorporated by reference herein.
- (14) Previously filed on July 26, 2006 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
- (15) Previously filed on August 8, 2006 as an exhibit to the Registrant's Quarterly Report on Form 10-Q and incorporated by reference herein.
- (16) Previously filed on August 31, 2006 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
- (17) Previously filed on November 9, 2006 as an exhibit to the Registrant's Quarterly Report on Form 10-Q and incorporated by reference herein.
- (18) Previously filed on March 16, 2007 as an exhibit to the Registrant's Annual Report on Form 10-K and incorporated by reference herein.
- (19) Previously filed on May 10, 2007 as an exhibit to the Registrant's Quarterly Report on Form 10-Q and incorporated by reference herein.
- (20) Previously filed on June 21, 2007 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
- (21) Previously filed on August 9, 2007 as an exhibit to the Registrant's Quarterly Report on Form 10-Q and incorporated by reference herein.
- (22) Previously filed on October 9, 2007 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
- (23) Previously filed on March 14, 2008 as an exhibit to the Registrant's Annual Report on Form 10-K and incorporated by reference herein.
- (24) Previously filed on September 2, 2008 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
- (25) Previously filed on October 6, 2008 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
- (26) Previously filed on December 2, 2008 as an exhibit to the Registrant's Current Report on Form 8-K and incorporated by reference herein.
- (27) Previously filed on March 16, 2009 as an exhibit to the Registrant's Annual Report on Form 10-K and incorporated by reference herein.
- (28) Previously filed on May 11, 2009 as an exhibit to the Registrant's Quarterly Report on Form 10-Q and incorporated by reference herein.

(29) Previously filed on August 6, 2009 as an exhibit to the Registrant's Quarterly Report on Form 10-Q and incorporated by reference herein.

(30) Previously filed on November 6, 2009 as an exhibit to the Registrant's Quarterly Report on Form 10-Q and incorporated by reference herein.

(31) Previously filed on December 18, 2009 as an exhibit to the Registrant's Registration Statement on Form S-8 and incorporated by reference herein.

(32) Previously filed on March 5, 2010 as an exhibit to the Registrant's Annual Report on Form 10-K and incorporated by reference herein.

& Indicates that the exhibit is an English translation of a foreign language document.

@ Indicates that the exhibit is an English summary of a foreign language document.

Indicates management contract or compensatory plan.

% The Registrant has been granted confidential treatment with respect to certain portions of this exhibit (indicated by asterisks), which have been filed separately with the Securities and Exchange Commission.

+ Portions of this exhibit (indicated by asterisks) have been omitted pursuant to a request for confidential treatment and have been separately filed with the Securities and Exchange Commission.

* These certifications are being furnished solely to accompany this annual report pursuant to 18 U.S.C. Section 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934 and are not to be incorporated by reference into any filing of the Registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

MICROMET, INC.

By: /s/ Christian Itin
Christian Itin
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ Barclay A. Phillips
Barclay A. Phillips
Senior Vice President and Chief Financial
Officer
(Principal Financial Officer)

Dated: July 20, 2010
