

ADAGE CAPITAL PARTNERS GP LLC

Form SC 13G

April 08, 2013

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

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

MONOLITHIC  
POWER  
SYSTEMS,  
INC.  
(Name of  
Issuer)

Common Stock,  
par value \$0.001  
per share  
(Title of Class  
of Securities)

609839105  
(CUSIP  
Number)

March 28, 2013  
(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)  
S Rule 13d-1(c)  
£ Rule 13d-1(d)

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Pages)

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\*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 in 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).

|   |  |
|---|--|
| 1 | NAME OF REPORTING PERSON                                     |
|   | Adage Capital Partners, L.P.                                 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER(b) OF A GROUP          |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|   | Delaware   |
| 5 | SOLE VOTING POWER  |
|   | 0  |
| 6 | SHARED VOTING POWER  |
| 7 | 2,044,527 SOLE DISPOSITIVE POWER                             |
|   | 0  |
| 8 | SHARED DISPOSITIVE POWER                                     |
|   | 2,044,527  |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

|    |                |
|----|----------------|
|    | 2,044,527      |
|    | CHECK BOX      |
|    | IF THE         |
|    | AGGREGATE      |
| 10 | AMOUNT IN £    |
|    | ROW (9)        |
|    | EXCLUDES       |
|    | CERTAIN        |
|    | SHARES         |
|    | PERCENT OF     |
|    | CLASS          |
|    | REPRESENTED BY |
| 11 | AMOUNT IN ROW  |
|    | (9)            |
|    | 5.60%          |
|    | TYPE OF        |
|    | REPORTING      |
| 12 | PERSON         |
|    | PN             |

|   |  |
|---|--|
| 1 | NAME OF REPORTING PERSON                                     |
|   | Adage Capital Partners GP, L.L.C.                            |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER(b) OF A GROUP          |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|   | Delaware   |
| 5 | SOLE VOTING POWER  |
|   | 0  |
| 6 | SHARED VOTING POWER  |
| 7 | 2,044,527 SOLE DISPOSITIVE POWER                             |
|   | 0  |
| 8 | SHARED DISPOSITIVE POWER                                     |
|   | 2,044,527  |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

|    |                |
|----|----------------|
|    | 2,044,527      |
|    | CHECK BOX      |
|    | IF THE         |
|    | AGGREGATE      |
| 10 | AMOUNT IN £    |
|    | ROW (9)        |
|    | EXCLUDES       |
|    | CERTAIN        |
|    | SHARES         |
|    | PERCENT OF     |
|    | CLASS          |
|    | REPRESENTED BY |
| 11 | AMOUNT IN ROW  |
|    | (9)            |
|    | 5.60%          |
|    | TYPE OF        |
|    | REPORTING      |
| 12 | PERSON         |
|    | OO             |

|    |   |
|----|---|
| 1  | NAME OF REPORTING PERSON  |
| 2  | Adage Capital Advisors, L.L.C.<br>CHECK THE APPROPRIATE BOX IF A MEMBER(b) £ OF A GROUP |
| 3  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                                       |
| 4  | Delaware  |
| 5  | SOLE VOTING POWER   |
| 6  | 0 SHARED VOTING POWER   |
| 7  | 2,044,527 SOLE DISPOSITIVE POWER  |
| 8  | 0 SHARED DISPOSITIVE POWER  |
| 9  | 2,044,527 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                  |
| 10 | 2,044,527 £   |

|    |  |
|----|--|
| 11 | CHECK BOX<br>IF THE<br>AGGREGATE<br>AMOUNT IN<br>ROW (9)<br>EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF<br>CLASS<br>REPRESENTED BY<br>AMOUNT IN ROW<br>(9) |
|----|--|

|    |   |
|----|---|
| 12 | 5.60%<br>TYPE OF<br>REPORTING<br>PERSON |
|----|---|

OO



|    |   |
|----|---|
| 1  | NAME OF REPORTING PERSON  |
| 2  | Robert Atchinson<br>CHECK THE APPROPRIATE BOX IF A MEMBER(b) £ OF A GROUP |
| 3  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                         |
| 4  | United States   |
| 5  | SOLE VOTING POWER   |
| 6  | 0 SHARED VOTING POWER   |
| 7  | 2,044,527 SOLE DISPOSITIVE POWER  |
| 8  | 0 SHARED DISPOSITIVE POWER  |
| 9  | 2,044,527 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON    |
| 10 | 2,044,527 CHECK BOX £ IF THE  |

11 AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 5.60%  
TYPE OF  
REPORTING  
PERSON

IN

|    |  |
|----|--|
| 1  | NAME OF REPORTING PERSON   |
| 2  | Phillip Gross<br>CHECK THE APPROPRIATE BOX IF A MEMBER(b) £ OF A GROUP |
| 3  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                      |
| 4  | United States  |
| 5  | SOLE VOTING POWER  |
| 6  | 0 SHARED VOTING POWER  |
| 7  | 2,044,527 SOLE DISPOSITIVE POWER                                       |
| 8  | 0 SHARED DISPOSITIVE POWER   |
| 9  | 2,044,527 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 2,044,527 CHECK BOX £ IF THE   |

11 AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 5.60%  
TYPE OF  
REPORTING  
PERSON

IN

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Item 1(a). NAME OF ISSUER

The name of the issuer is MONOLITHIC POWER SYSTEMS, INC. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Company's principal executive offices are located at 79 Great Oaks Boulevard, San Jose, CA 95119.

Item 2(a). NAME OF PERSON FILING

This statement is filed by:

- (i) Adage Capital Partners, L.P., a Delaware limited partnership ("ACP") with respect to the shares of Common Stock directly owned by it;
- (ii) Adage Capital Partners GP, L.L.C., a limited liability company organized under the laws of the State of Delaware ("ACPGP"), as general partner of ACP with respect to the shares of Common Stock directly owned by ACP;
- (iii) Adage Capital Advisors, L.L.C., a limited liability company organized under the laws of the State of Delaware ("ACA"), as managing member of ACPGP, general partner of ACP, with respect to the shares of Common Stock directly owned by ACP;
- (iv) Robert Atchinson ("Mr. Atchinson"), as managing member of ACA, managing member of ACPGP, general partner of ACP with respect to the shares of Common Stock directly owned by ACP; and
- (v) Phillip Gross ("Mr. Gross"), as managing member of ACA, managing member of ACPGP, general partner of ACP with respect to the shares of Common Stock directly owned by ACP.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the business office of each of the Reporting Persons is 200 Clarendon Street, 52nd floor, Boston, Massachusetts 02116.

Item 2(c). CITIZENSHIP

ACP is a limited partnership organized under the laws of the State of Delaware. ACPGP and ACA are limited liability companies organized under the laws of the State of Delaware. Messrs. Gross and Atchinson are citizens of the United States.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.001 per share (the "Common Stock").

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Item 2(e). CUSIP NUMBER  
609839105

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: Not applicable.

Item 4. OWNERSHIP

Adage Capital Partners,  
L.P., Adage Capital  
A. Partners GP, L.L.C. and  
Adage Capital Advisors,  
L.L.C.

- (a) Amount beneficially owned: 2,044,527
- (b) Percent of class: 5.60%. The percentages used herein and in the rest of Item 4 are calculated based upon the 36,501,530 shares of Common Stock issued and outstanding as of

February 20, 2013 as reflected in the Company's Annual report on Form 10-K for the fiscal year ended December 31, 2012 filed by the Company on March 5, 2013.

- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 2,044,527
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition of: 2,044,527



ACP has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which power may be exercised by its general partner, ACPGP. ACA, as managing member of ACPGP, directs ACPGP's operations. Neither ACPGP nor ACA directly own any shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934 (the "Act"), ACPGP and ACA may be deemed to beneficially own the shares owned by ACP.

- B. Robert Atchinson and  
Phillip Gross
- (a) Amount beneficially owned: 2,044,527
  - (b) Percent of class: 5.60%
  - (c) (i) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 2,044,527
  - (ii) Sole power to dispose or direct the disposition: 0  
Shared power to dispose or direct the disposition: 2,044,527
  - (iii) Sole power to dispose or direct the disposition: 0  
Shared power to dispose or direct the disposition: 2,044,527
  - (iv) Sole power to dispose or direct the disposition: 0  
Shared power to dispose or direct the disposition: 2,044,527

Messrs. Atchinson and Gross, as managing members of ACA, have shared power to vote the Common Stock beneficially owned by ACP. Neither Mr. Atchinson nor Mr. Gross directly own any shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each

may be deemed to  
beneficially own the  
shares beneficially  
owned by ACP.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

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 OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with 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 that purpose or effect.

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SIGNATURES

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

DATE: April 8, 2013

ADAGE CAPITAL PARTNERS, L.P.  
By: Adage Capital Partners GP, L.L.C.,  
its general partner

By: Adage Capital Advisors, L.L.C.,  
its managing member

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

ADAGE CAPITAL PARTNERS GP, L.L.C.  
By: Adage Capital Advisors, L.L.C.,  
its managing member

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

ADAGE CAPITAL ADVISORS, L.L.C.

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

ROBERT ATCHINSON

/s/ Robert Atchinson  
ROBERT ATCHINSON, individually

PHILLIP GROSS

/s/ Phillip Gross  
PHILLIP GROSS, individually



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EXHIBIT 1

JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: April 8, 2013

ADAGE CAPITAL PARTNERS, L.P.  
By: Adage Capital Partners GP, L.L.C.,  
its general partner

By: Adage Capital Advisors, L.L.C.,  
its managing member

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

ADAGE CAPITAL PARTNERS GP, L.L.C.  
By: Adage Capital Advisors, L.L.C.,  
its managing member

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

ADAGE CAPITAL ADVISORS, L.L.C.

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

ROBERT ATCHINSON

/s/ Robert Atchinson  
ROBERT ATCHINSON, individually

PHILLIP GROSS

/s/ Phillip Gross  
PHILLIP GROSS, individually