

IMMUNOGEN INC  
Form S-8 POS  
August 04, 2017

As filed with the Securities and Exchange Commission on August 4, 2017

Registration No. 333-200432

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**IMMUNOGEN, INC.**  
(Exact Name of Registrant as Specified in its Charter)

**Massachusetts**  
(State of Incorporation)

**04-2726691**  
(I.R.S. Employer Identification Number)

**830 Winter Street**  
**Waltham, Massachusetts 02451**

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(781) 895-0600

(Address of Principal Executive Offices)

**IMMUNOGEN, INC.**  
**2006 EMPLOYEE, DIRECTOR AND CONSULTANT EQUITY INCENTIVE PLAN**

(Full Title of the Plan)

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**Craig Barrows**  
**Executive Vice President, General Counsel and Secretary**  
**ImmunoGen, Inc.**  
**830 Winter Street**  
**Waltham, Massachusetts 02451**  
**(781) 895-0600**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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 definitions 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   
(Do not check if a  
smaller reporting  
company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE**

ImmunoGen, Inc. (the Company) is filing this post-effective amendment to deregister certain of the securities originally registered pursuant to the Registration Statement on Form S-8 (File No. 333-200432), filed with the Securities and Exchange Commission on November 21, 2014 by the Company (the Registration Statement) with respect to shares of the Company's common stock, par value \$0.01 per share (Common Stock), thereby registered for issuance under the Company's 2006 Employee, Director and Consultant Equity Incentive Plan, as amended (the 2006 Plan). An aggregate of 5,501,602 shares of Common Stock were registered for issuance under the 2006 Plan pursuant to the Registration Statement.

On December 9, 2016, the Company's shareholders approved the Company's 2016 Employee, Director and Consultant Equity Incentive Plan (the 2016 Plan), which replaced the 2006 Plan. Following the approval of the 2016 Plan, no future awards were allowed to be made under the 2006 Plan after December 9, 2016. As of the close of business on December 9, 2016, 1,169,987 shares of Common Stock were otherwise reserved and available for issuance under future awards under the 2006 Plan. Accordingly, 1,169,987 shares are hereby deregistered.

The maximum number of shares of Common Stock reserved and available for issuance under the 2016 Plan includes the number of shares underlying any grants previously made under the 2006 Plan that are forfeited, canceled or terminated (other than by exercise) on or after December 9, 2016. An additional 1,594,909 shares (the First Additional Carried Forward Shares) registered under the Registration Statement have been included in the shares reserved for issuance under the 2016 Plan as a result of the forfeiture, cancellation or termination (other than by exercise) of previously made grants under the 2006 Plan during the period between December 9, 2016 and May 31, 2017, which are also hereby deregistered. Additional shares reserved for issuance under the 2006 Plan may become available in the future as a result of the forfeiture, cancellation or termination (other than by exercise) under the 2006 Plan, and these additional shares will be included in the shares reserved for issuance under the 2016 Plan.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the Registration Statement, the Company is filing a Registration Statement on Form S-8 to register the First Additional Carried Forward Shares for issuance pursuant to the 2016 Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Waltham, the Commonwealth of Massachusetts on this 4th day of August, 2017.

**IMMUNOGEN, INC.**

By: /s/ Mark J. Enyedy  
Mark J. Enyedy  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 5 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Mark J. Enyedy Mark J. Enyedy	President, Chief Executive Officer and Director (Principal Executive Officer)	August 4, 2017
/s/ David B. Johnston David B. Johnston	Executive Vice President, Chief Financial Officer, and Treasurer (Principal Financial and Accounting Officer)	August 4, 2017
* Stephen C. McCluski	Chairman of the Board of Directors	August 4, 2017
* Mark Goldberg	Director	August 4, 2017
* Daniel M. Junius	Director	August 4, 2017
* Dean J. Mitchell	Director	August 4, 2017
* Kristine Peterson	Director	August 4, 2017
* Howard H. Pien	Director	August 4, 2017
* Joseph J. Villafranca	Director	August 4, 2017
* Richard J. Wallace	Director	August 4, 2017

\* By: /s/ David B. Johnston  
David B. Johnston  
(Attorney-in-fact)

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
23.1*	Consent of Ernst & Young LLP

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\* Filed herewith