

IMMUNOGEN INC
Form 8-K
July 26, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **July 22, 2005**

ImmunoGen, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other
jurisdiction of
incorporation)

0-17999
(Commission
File Number)

04-2726691
(IRS Employer
Identification No.)

128 Sidney Street, Cambridge, MA 02139
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(617) 995-2500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

ITEM 8.01 OTHER EVENTS

On July 26, 2005, ImmunoGen, Inc. (Nasdaq: IMGN) issued a press release to announce that Genentech (NYSE: DNA) has licensed exclusive rights to use ImmunoGen's Tumor-Activated Prodrug (TAP) technology with therapeutic antibodies to an undisclosed target. This is the third such license to be taken by Genentech, and is in addition to the existing license agreements between the companies that grant Genentech exclusive rights to use ImmunoGen's technology with therapeutic antibodies to another undisclosed target and to use it with therapeutic antibodies to HER2.

Pursuant to the terms of ImmunoGen/Genentech Collaborative Agreement established in 2000 and renewed by Genentech in 2005, which grants Genentech certain rights to test ImmunoGen's TAP technology with Genentech's therapeutic antibodies to specific targets, Genentech must take a license for each target in order to use ImmunoGen's technology to develop products with therapeutic antibodies to that target. Pursuant to the terms of the license, ImmunoGen receives a \$1 million license fee, is entitled to receive milestone payments and is entitled to receive royalties on the sales of any resulting products.

A copy of the press release is attached to this current report on Form 8-K as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

| Exhibit No. | Exhibit |
|--------------------|--|
| 99.1 | Press Release of ImmunoGen, Inc. dated July 26, 2005 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ImmunoGen, Inc.
(Registrant)

Date: July 26, 2005

/s/ Karleen M. Oberton

Karleen M. Oberton
Senior Corporate Controller
(Principal Accounting Officer)