

IMMUNOGEN INC  
Form 8-K  
June 02, 2015

**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): **June 1, 2015**

**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.)

**830 Winter Street, Waltham, MA 02451**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(781) 895-0600**

## Edgar Filing: IMMUNOGEN INC - Form 8-K

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):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01 OTHER EVENTS**

Daniel M. Junius, President and Chief Executive Officer of ImmunoGen, Inc. (the "Company"), has entered into a pre-arranged, written stock trading plan (the "Plan") that is intended to satisfy the requirements of Rule 10b5-1(c) under the Securities Exchange Act of 1934. The Plan took effect on June 1, 2015, provided that no sales may occur prior to July 1, 2015 and all sales must be completed on or prior to June 7, 2016. The Plan covers the remaining portion of the non-qualified stock option held by Mr. Junius that expires on June 8, 2016. Pursuant to the Plan, Mr. Junius intends to exercise the option to purchase 64,997 shares of the Company's common stock and sell the shares received upon exercise, based on a predetermined schedule of dates, number of shares and minimum prices.

Mr. Junius has informed the Company that he has entered into the Plan to exercise the stock option before its expiration date, sell the shares received upon exercise, and use the proceeds (a) to pay the applicable exercise price and taxes due upon the exercise of the stock options and (b) for financial planning purposes.

The total number of shares that may be sold under the Plan represents approximately 3.9% of Mr. Junius's total holdings of the Company's common stock, including vested and unvested options for the purchase of the Company's common stock. Transactions under the Plan will be disclosed publicly through Form 144 and Form 4 filings with the Securities and Exchange Commission, to the extent required by law.

It is possible that other executive officers and Directors of the Company may enter into similar stock trading plans in the future. Except as may be required by law, the Company does not undertake to report on stock trading plans by other Company officers or Directors, nor report modifications, terminations or other activities under Mr. Junius's Plan or the plan of any other individual.

**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: June 2, 2015

/s/ David B. Johnston  
David B. Johnston  
Executive Vice President and Chief Financial Officer