

IMMUNOGEN INC
Form 8-K
December 13, 2016

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): **December 9, 2016**

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

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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))
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ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

(a) (d) Not applicable.

(e) At the 2016 annual meeting of shareholders of ImmunoGen, Inc. (referred to as we, our, us or ImmunoGen) held on December 9, 2016 (the 2016 Annual Meeting), our shareholders approved the ImmunoGen 2016 Employee, Director and Consultant Equity Incentive Plan (the 2016 Plan). A summary of the material terms and conditions of the 2016 Plan is set forth in our definitive Proxy Statement dated October 28, 2016, filed with the Securities and Exchange Commission on October 28, 2016, under the caption Approval of the 2016 Employee, Director and Consultant Equity Incentive Plan (Notice Item 3). Such description is incorporated herein by reference and is qualified in its entirety by reference to the full text of the 2016 Plan filed as Exhibit 10.1 to this current report on Form 8-K.

(f) Not applicable.

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

As stated above, the 2016 Annual Meeting was held on December 9, 2016. At the 2016 Annual Meeting, shareholders fixed the number of Directors constituting the full Board of Directors at nine. The voting results were as follows:

| | |
|------------------|------------|
| For: | 73,058,495 |
| Against | 1,808,167 |
| Abstain | 708,619 |
| Broker Non-Votes | 0 |

At the 2016 Annual Meeting, shareholders elected nine Directors as follows:

| | FOR | WITHHELD | BROKER NON-VOTES |
|----------------------------|------------|-----------|------------------|
| Joseph J. Villafranca, PhD | 50,554,238 | 1,036,279 | 23,984,764 |
| Stephen C. McCluski | 50,564,362 | 1,026,155 | 23,984,764 |
| Richard J. Wallace | 50,571,476 | 1,019,041 | 23,984,764 |
| Daniel M. Junius | 50,274,184 | 1,316,333 | 23,984,764 |
| Howard H. Pien | 50,245,370 | 1,345,147 | 23,984,764 |
| Mark Goldberg, MD | 48,499,689 | 3,090,828 | 23,984,764 |
| Dean J. Mitchell | 50,573,222 | 1,017,295 | 23,984,764 |
| Kristine Peterson | 50,572,747 | 1,017,770 | 23,984,764 |
| Mark J. Enyedy | 50,583,961 | 1,006,556 | 23,984,764 |

At the 2016 Annual Meeting, shareholders approved the 2016 Plan, which is referenced in Item 5.02 above, as follows:

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| | |
|------------------|------------|
| For: | 42,584,317 |
| Against | 8,623,433 |
| Abstain | 382,767 |
| Broker Non-Votes | 23,984,764 |

At the 2016 Annual Meeting, shareholders voted to approve, on an advisory basis, the compensation paid to our named executive officers, as described in our proxy statement (the "say-on-pay vote") as follows:

| | |
|------------------|------------|
| For: | 49,753,454 |
| Against | 1,559,799 |
| Abstain | 277,264 |
| Broker Non-Votes | 23,984,764 |

At the 2016 Annual Meeting, shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the six-month transition period ending December 31, 2016 as follows:

| | |
|------------------|------------|
| For: | 74,379,991 |
| Against | 317,225 |
| Abstain | 674,544 |
| Broker Non-Votes | 0 |

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d): The following exhibit is being furnished herewith:

| Exhibit No. | Exhibit |
|-------------|--|
| 10.1 | 2016 Employee, Director and Consultant Equity Incentive Plan |
| 10.2 | Form of Incentive Stock Option Agreement under the 2016 Employee, Director and Consultant Equity Incentive Plan |
| 10.3 | Form of Non-Qualified Stock Option Agreement for employees under the 2016 Employee, Director and Consultant Equity Incentive Plan |
| 10.4 | Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the 2016 Employee, Director and Consultant Equity Incentive Plan |
| 10.5 | Form of Deferred Stock Unit Agreement for Non-Employee Directors under the 2016 Employee, Director and Consultant Equity Incentive Plan |

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: December 13, 2016

/s/ David B. Johnston

David B. Johnston
Executive Vice President and Chief Financial Officer