

IMMUNOGEN INC  
Form 8-K  
December 17, 2013

**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 16, 2013**

**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 7.01 REGULATION FD DISCLOSURE**

On December 16, 2013, ImmunoGen, Inc. (referred to as we, us or the Company ) entered into a license agreement with sanofi-aventis U.S. LLC ( Sanofi ) granting Sanofi rights to use our maytansinoid-based antibody-drug conjugate (ADC) technology to develop and commercialize products directed to a specific antigen target on an exclusive basis. Sanofi took this development and commercialization license pursuant to the terms of an existing right-to-test agreement entered into by the Company and Sanofi in 2006, and it is the first such license taken under that agreement.

In accordance with the terms of the right-to-test agreement, execution of the license agreement entitles us to receive an exercise fee of \$2,000,000. We are also entitled to receive up to a total of \$30,000,000 in development and regulatory milestone payments under the license agreement, as well as royalties on the commercial sales of any resulting products.

**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 17, 2013

/s/ Daniel M. Junius

Daniel M. Junius  
President and Chief Executive Officer