

IMMUNOGEN INC  
Form S-8  
November 21, 2012

As filed with the Securities and Exchange Commission on November 21, 2012

Registration No.

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

Washington, D.C. 20549

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**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**

**(781) 895-0600**

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(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**

**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)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock	3,821,900	\$ 11.285	\$ 43,130,141.50	\$ 5,882.96

(1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers an indeterminate number of additional shares of common stock to be offered or sold as a result of the anti-dilution provisions of the employee benefit plan described herein, including to prevent dilution resulting from any reorganization, recapitalization, reclassification, stock dividend, stock split or other similar change.

(2) Calculated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of determining the amount of the registration fee, based on the average of the high and low prices on the NASDAQ Global Market on November 16, 2012.

**EXPLANATORY NOTE**

This registration statement is being filed solely for the purpose of registering 3,821,900 additional shares of common stock, par value \$.01 per share (the Common Stock), of ImmunoGen, Inc. (the Company) to be offered to participants under the Company's 2006 Employee, Director and Consultant Equity Incentive Plan, as amended and restated (the 2006 Plan), originally adopted in 2006. The maximum number of shares of Common Stock reserved and available for issuance under the 2006 Plan includes 2,500,000 shares, which were previously registered with the Securities and Exchange Commission (the Commission) on Form S-8 (File No. 333-138713) filed on November 15, 2006 (the 2006 Registration Statement), an additional 2,000,000 shares which the Company's shareholders authorized for issuance under the 2006 Plan on November 12, 2008, which were previously registered with the Commission on Form S-8 (File No. 333-155540) filed on November 21, 2008 (the 2008 Registration Statement), an additional 4,000,000 shares which the Company's shareholders authorized for issuance under the 2006 Plan on November 16, 2010, which were previously registered with the Commission on Form S-8 (File No. 333-170788) filed on November 23, 2010 (the 2010 Registration Statement) and an additional 3,500,000 shares which the Company's shareholders authorized for issuance under the 2006 Plan on November 13, 2012 (which shares are included in this registration statement), plus the number of shares underlying any grants previously made under the Company's Restated Stock Option Plan (the Restated Stock Option Plan) that are forfeited, canceled or are terminated (other than by exercise) from and after November 11, 2006. An aggregate of 1,674,997 additional shares have been included in the shares reserved for issuance under the 2006 Plan as a result of the forfeiture, cancellation or termination (other than by exercise), during the period between November 11, 2006 and October 31, 2012, of grants previously made under the Restated Stock Option Plan, of which 811,245 shares were previously registered with the Commission on Form S-8 (File No. 333-147738) filed with the Commission on November 30, 2007, 185,444 shares were previously registered with the Commission on the 2008 Registration Statement, 356,408 shares were previously registered with the Commission on the 2010 Registration Statement, and 321,900 shares are included in this registration statement.

Pursuant to General Instruction E of Form S-8, the contents of the 2006 Registration Statement are incorporated herein by reference, except as otherwise noted below.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.**

The following documents are incorporated herein by reference:

(a) The Company's annual report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Commission on August 29, 2012;

(b) The Company's amendment no. 1 to quarterly report on Form 10-Q/A for the fiscal quarter ended March 31, 2012, filed with the Commission on October 10, 2012;

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(c) The Company's quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2012, filed with the Commission on October 31, 2012;

(d) The Company's current reports on Form 8-K filed with the Commission on July 12, October 26 (excluding the information and exhibit furnished pursuant to Item 2.02) and November 16, 2012; and

(e) The description of the Company's common stock contained in the Company's registration statement on Form 8-A, filed with the Commission on September 25, 1989, as amended by Amendment No. 1 thereto, filed with the Commission on November 15, 1989, pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment thereto or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby

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have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Craig Barrows, Vice President, General Counsel and Secretary of the Company, has given his opinion on the validity of the Common Stock offered under this registration statement. Mr. Barrows beneficially owns 171,101 shares of common stock of the Company, of which 6,100 shares are owned jointly by Mr. Barrows and his spouse, and 165,001 shares may be acquired by Mr. Barrows within 60 days of November 21, 2012 through the exercise of stock options.

### ITEM 8. EXHIBITS.

Exhibit	Description
4.1	Restated Articles of Organization (incorporated herein by reference to Exhibit 3.1 of the Company's quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2010, filed with the Commission on April 30, 2010 (File No. 0-17999)).
4.2	By-laws, as amended through April 4, 2007 (incorporated herein by reference to Exhibit 3.1 of the Company's current report on Form 8-K, filed with the Commission on April 6, 2007 (File No. 0-17999)).
4.3	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.2 of the Company's registration statement on Form S-1 (File No. 33-31219)).
4.4	ImmunoGen, Inc. 2006 Employee, Director and Consultant Equity Incentive Plan, as amended and restated through November 13, 2012 (incorporated herein by reference to Exhibit 10.1 of the Company's current report on Form 8-K, filed with the Commission on November 16, 2012 (File No. 0-17999)).
5.1*	Opinion of General Counsel.
23.1*	Consent of Ernst & Young LLP.
23.2	Consent of General Counsel (contained in the opinion filed as Exhibit 5.1 to this registration statement).
24.1	Power of Attorney (included in signature page to this registration statement).
99.1*	Form of Restricted Stock Agreement for all employees (including executives) under the 2006 Employee, Director and Consultant Equity Incentive Plan.
99.2	Form of Deferred Stock Unit Award Agreement for Non-Employee Directors under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the Company's quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2010, filed with the Commission on October 29, 2010 (File No. 0-17999)).
99.3	Form of Incentive Stock Option Agreement for all employees (including executives) under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated by reference to Exhibit 10.14(g) of the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Commission on August 29, 2012 (File No. 0-17999)).
99.4	Form of Non-Qualified Stock Option Agreement for all employees (including executives) under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated by reference to Exhibit 10.14(h) of the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Commission on August 29, 2012 (File No. 0-17999)).

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99.5 Form of Non-Qualified Stock Option Agreement for Directors under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated by reference to Exhibit 10.14(i) of the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Commission on August 29, 2012 (File No. 0-17999)).

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\*Filed herewith

**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 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 21st day of November, 2012.

**IMMUNOGEN, INC.**

By: /s/ Daniel M. Junius  
Daniel M. Junius  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Daniel M. Junius and Gregory D. Perry his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her or in his or her name, place and stead, in any and all capacities to sign any and all amendments or post-effective amendments to this registration statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Daniel M. Junius Daniel M. Junius	President, Chief Executive Officer and Director (Principal Executive Officer)	November 21, 2012
/s/ Gregory D. Perry Gregory D. Perry	Executive Vice President, Chief Financial Officer, and Treasurer (Principal Financial and Accounting Officer)	November 21, 2012
/s/ Stephen C. McCluski Stephen C. McCluski	Chairman of the Board of Directors	November 21, 2012
/s/ Mark Goldberg Mark Goldberg	Director	November 21, 2012

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/s/ Dean J. Mitchell  
Dean J. Mitchell

Director

November 21, 2012

/s/ Nicole Onetto  
Nicole Onetto

Director

November 21, 2012



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/s/ Kristine Peterson Kristine Peterson	Director	November 21, 2012
/s/ Howard H. Pien Howard H. Pien	Director	November 21, 2012
/s/ Mark Skaletsky Mark Skaletsky	Director	November 21, 2012
/s/ Joseph J. Villafranca Joseph J. Villafranca	Director	November 21, 2012
/s/ Richard J. Wallace Richard J. Wallace	Director	November 21, 2012

**EXHIBIT INDEX**

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