

IMMUNOGEN INC  
Form 10-Q/A  
August 07, 2007

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

**Amendment No. 1**

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

For the quarterly period ended September 30, 2006

OR

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

For the transition period from            to

Commission file number 0-17999

**ImmunoGen, Inc.**

**Massachusetts**

**04-2726691**  
(I.R.S. Employer Identification No.)

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(State or other jurisdiction of incorporation  
or organization)

**128 Sidney Street, Cambridge, MA 02139**

(Address of principal executive offices, including zip code)

**(617) 995-2500**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Shares of common stock, par value \$.01 per share: 41,541,834 shares outstanding as of November 1, 2006.

**EXPLANATORY NOTE**

This Amendment No. 1 to ImmunoGen, Inc.'s Quarterly Report Form 10-Q ( Form 10-Q ) for the quarter ended September 30, 2006, as filed with the U.S. Securities and Exchange Commission on November 3, 2006, is being filed solely to (i) revise Item 6 of Part II of the Form 10-Q to indicate that confidential portions of certain exhibits have been omitted and filed separately with the Commission pursuant to a confidentiality request and (ii) file appropriate certifications to accompany this Amendment No. 1 to the Form 10-Q. With the exception of the foregoing, no other information in the Form 10-Q is being supplemented, updated or amended.

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**PART II. OTHER INFORMATION**

**ITEM 6. Exhibits.**

(a) Exhibits

- 10.1+\* Amendment No. 1 to the Collaboration and License Agreement with sanofi-aventis.
- 10.2+\* Collaborative Development and License Agreement with Biotest AG.
- 10.3+\* Amendment No. 1 to Collaborative Development and License Agreement with Biotest AG.
- 10.4+ 2004 Non-Employee Director Compensation and Deferred Share Unit Plan, as Amended September 5, 2006.
- 31.1+ Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2+ Certification of Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.3 Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.4 Certification of Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
- 32++ Certifications of Chief Executive Officer and Principal Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002.

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+ Previously filed.

++ Previously furnished.

\* Certain confidential material contained in the document was omitted and filed separately with the SEC pursuant to Rule 24B-2 under the Securities Exchange Act of 1934, as amended.

**SIGNATURES**

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

**ImmunoGen, Inc.**

Date: August 7,  
2007

By:

/s/ Mitchel Sayare

Mitchel Sayare  
President and Chief Executive Officer  
(principal executive officer)

Date: August 7,  
2007

By:

/s/ Daniel M. Junius

Daniel M. Junius  
Executive Vice President and Chief Financial Officer  
(principal financial officer)

**EXHIBIT INDEX**

31.3 2002.	Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of
31.4 2002.	Certification of Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of

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