

IMMUNOGEN INC  
Form 8-K  
July 12, 2012

**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): **July 12, 2012**

**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):

- 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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On July 12, 2012, ImmunoGen, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Morgan Stanley & Co. LLC and Jefferies & Company, Inc., as representatives of the several underwriters (the Underwriters) named in Schedule 1 of the Underwriting Agreement, related to a public offering of 6,250,000 shares of the Company's common stock, par value \$0.01 per share (the Common Stock), at a price of \$16.00 per share less the underwriting discounts and commissions (the Offering). Under the terms of the Underwriting Agreement, the Company has granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 937,500 shares of Common Stock at the same price. The Offering is expected to close on July 17, 2012, subject to the satisfaction of customary closing conditions. The net proceeds to the Company are expected to be approximately \$93.9 million after deducting estimated expenses associated with the Offering.

The Offering is being made pursuant to a prospectus supplement dated July 12, 2012 and an accompanying prospectus dated May 19, 2011, pursuant to the Company's automatically effective shelf registration statement on Form S-3 (File No. 333-174335), which was filed with the Securities and Exchange Commission on May 19, 2011.

The Underwriting Agreement contains customary representations, warranties, and agreements by the Company, and customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties, and termination provisions.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. A copy of the opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. relating to the legality of the issuance and sale of the shares of common stock in the Offering is attached as Exhibit 5.1 to this Current Report on Form 8-K. The foregoing description of the Offering by the Company and the documentation related thereto does not purport to be complete and is qualified in its entirety by reference to such Exhibits.

**ITEM 8.01. OTHER EVENTS.**

On July 12, 2012, the Company issued a press release announcing that it had priced the public offering described in Item 1.01 of this Current Report on Form 8-K. The Company's press release is filed as Exhibit 99.1 to this Report and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) The following exhibits are being filed herewith:

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**Exhibit  
No.**

**Exhibit**

- 1.1 Underwriting Agreement dated July 12, 2012 by and among ImmunoGen, Inc. and Morgan Stanley & Co. LLC and Jefferies & Company, Inc., as representatives of the several underwriters named in Schedule 1 thereto.
- 5.1 Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
- 23.1 Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in the opinion filed as Exhibit 5.1).
- 99.1 Press release of ImmunoGen, Inc. dated July 12, 2012.

**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: July 12, 2012

/s/ Gregory D. Perry

Gregory D. Perry  
Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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