

IMMUNOGEN INC  
Form 8-K  
October 19, 2006

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**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): **October 17, 2006**

**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.)

**128 Sidney Street, Cambridge, MA 02139**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (617) 995-2500

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 October 18, 2006, ImmunoGen, Inc. (Nasdaq: IMGN) announced that on October 17, 2006, sanofi-aventis licensed non-exclusive rights to use ImmunoGen's proprietary resurfacing technology to humanize antibodies. This technology was developed to enable antibodies initially of murine origin to appear to be human to the human immune system. The agreement enables sanofi-aventis to use this technology to humanize antibodies being developed for non-oncology applications and to continue to use it with oncology antibodies after the expiration of the research collaboration between the companies in August 2008. The license provides sanofi-aventis with the non-exclusive right to use ImmunoGen's proprietary humanization technology through August 31, 2011, and can be extended thereafter. Under the terms of the license, ImmunoGen will receive a \$1 million license fee, half of which is due upon contract signing, and in addition, ImmunoGen is entitled to receive milestone payments potentially totaling \$4.5 million plus royalties on sales for each compound humanized under this agreement.

A copy of the press release is attached to this current report on Form 8-K as Exhibit 99.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

| Exhibit No. | Exhibit   |
|-------------|---|
| 99.1        | Press Release of ImmunoGen, Inc. dated October 18, 2006 |

**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: October 19, 2006

/s/ Daniel M. Junius

Daniel M. Junius  
Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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