

IMMUNOGEN INC
Form 8-K
May 03, 2005

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): **May 3, 2005**

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**

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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 May 3, 2005, ImmunoGen, Inc. (Nasdaq: IMGN) announced that Genentech (NYSE: DNA) has renewed its agreement with ImmunoGen, dated as of May 2, 2000, that provides Genentech with certain rights to test and to use ImmunoGen's Tumor-Activated Prodrug (TAP) technology with Genentech therapeutic antibodies to specific targets, and to license the right to use the technology to develop products on the terms defined in the agreement. The original May 2000 agreement, which was filed as Exhibit 10.52 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2000, included a provision that allows Genentech to renew the agreement for one additional three-year term by payment of a \$2 million technology access fee, which Genentech has now paid to ImmunoGen.

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 May 3, 2005

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.

Date: May 3, 2005

ImmunoGen, Inc.
(Registrant)

/s/ Karleen M. Oberton

Karleen M. Oberton
Senior Corporate Controller
(Principal Accounting and Financial Officer)