

IMMUNOGEN INC  
Form S-8  
November 15, 2006

As filed with the Securities and Exchange Commission on November 15, 2006

REGISTRATION NO. 333 -

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

WASHINGTON, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT**  
**under the**  
**SECURITIES ACT OF 1933**

**ImmunoGen, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Massachusetts**  
(State or Other Jurisdiction  
of Incorporation or Organization)

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

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

(Address, Including Zip Code, of Principal Executive Offices)

**IMMUNOGEN, INC.**

**2006 EMPLOYEE, DIRECTOR AND CONSULTANT EQUITY INCENTIVE PLAN**

(Full Titles of the Plan)

**MITCHEL SAYARE**

**CHAIRMAN OF THE BOARD & CHIEF EXECUTIVE OFFICER**

**IMMUNOGEN, INC.**

**128 SIDNEY STREET**

**CAMBRIDGE, MA 02139**

**(617) 995-2500**

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(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, \$0.01 par value	2,500,000 shares	\$ 4.38	\$ 10,937,500	\$ 1,170.31

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(1) The number of shares of common stock, par value \$.01 per share ( Common Stock ), stated above consists of the aggregate number of shares which may be sold upon the exercise of options or issuance of stock awards which may hereafter be granted under the ImmunoGen, Inc. 2006 Employee, Director and Consultant Equity Incentive Plan (the Plan ). The maximum number of shares which may be sold upon the exercise of such options or issuance of stock awards granted under the Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.

(2) The registration fee is computed, in accordance with Rule 457(c) and Rule 457(h) under the Securities Act, based on the average of the high and low prices of the registrant s common stock reported on the NASDAQ Stock Market LLC on November 10, 2006.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2006, as filed on August 28, 2006 and amended on September 11, 2006.
2. The Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006.
3. The Registrant's Current Report on Form 8-K, filed with the Commission on July 12, 2006.
4. The Registrant's Current Report on Form 8-K, filed with the Commission on September 5, 2006.
5. The Registrant's Current Report on Form 8-K, filed with the Commission on September 11, 2006.
6. The Registrant's Current Report on Form 8-K, filed with the Commission on October 4, 2006.
7. The Registrant's Current Report on Form 8-K, filed with the Commission on October 19, 2006.
8. The Registrant's Current Report on Form 8-K, filed with the Commission on November 8, 2006.
9. The Registrant's Current Report on Form 8-K, filed with the Commission on November 13, 2006.
10. The description of the Company's common stock contained in the Company's registration statement on Form 8-A under the Exchange Act (File No. 000-17999), including amendments or reports filed for the purpose of updating such description.

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 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 have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of the shares of common stock registered under this Registration Statement has been passed upon for the Registrant by Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Boston, Massachusetts.

Item 6. Indemnification of Directors and Officers.

Incorporated by reference from the Registrant's Registration Statement on Form S-8, File No. 333-122553.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- (4.1) Restated Articles of Organization (filed with the Commission as an exhibit to, and incorporated herein by reference from, the Registrant's Registration Statement on Form S-1, File No. 33-38883).
- (4.2) Article 4 of the Restated Articles of Organization as amended (filed with the Commission as an exhibit to, and incorporated herein by reference from, the Registrant's Registration Statement on Form S-1, File No. 33-38883).
- (4.3) Articles of Amendment to Restated Articles of Organization (filed as an exhibit to, and incorporated herein by reference from, the Registrant's quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2001).
- (4.4) By-Laws, as amended (filed with the Commission as Exhibit 3.1, and incorporated herein by reference from, the Registrant's current report on Form 8-K, filed on November 4, 2005).
- (4.5) Form of Common Stock Certificate (filed as an exhibit to, and incorporated herein by reference from, the Registrant's Registration Statement on Form S-1, File No. 333-31219).
- (5) Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. as to the legality of shares being registered.
- (23.1) Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in opinion of counsel filed as Exhibit 5).
- (23.2) Consent of Ernst & Young LLP.
- (24) Power of Attorney to file future amendments (set forth on the signature page of this Registration Statement).
- (99.1) ImmunoGen, Inc. 2006 Employee, Director and Consultant Equity Incentive Plan.
- (99.2) Form of Incentive Stock Option Agreement.
- (99.3) Form of Non-Qualified Stock Option Agreement.
- (99.4) Form of Incentive Stock Option Agreement for Executives.

3

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- (99.5) Form of Non-Qualified Stock Option Agreement for Executives.
- (99.6) Form of Non-Qualified Stock Option Agreement for Directors.
- (99.7) Form of Restricted Stock Agreement for Non-Executives.
- (99.8) Form of Restricted Stock Agreement for Directors.
- (99.9) Form of Restricted Stock Agreement for Executives.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) (§ 230.424(b) of this chapter) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however, That:*

(A) Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8 (§ 230.16b of this chapter), and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in this registration statement; and

(B) Paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the registration statement is on Form S-3 (§ 239.13 of this chapter) or Form F-3 (§ 239.33 of this chapter) and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are

incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) (§ 230.424(b) of this chapter) that is part of the registration statement.

(C) *Provided further, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is for an offering of asset-backed securities on Form S-1 (§ 239.11 of this chapter) or Form S-3 (§ 239.13 of this chapter), and the information required to be included in a post-effective amendment is provided pursuant to Item 1100(c) of Regulation AB (§ 229.1100(c)).

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

*The Registrant.* 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 Cambridge, Massachusetts on November 15, 2006.

**immunogen, inc.**

By: /s/ Mitchel Sayare  
 Mitchel Sayare  
 Chairman of the Board of Directors  
 President and Chief Executive Officer

Each person whose signature appears below constitutes and appoints Mitchel Sayare and Daniel M. Junius, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of ImmunoGen, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute 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/ Mitchel Sayare Mitchel Sayare	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	November 15, 2006
/s/ Daniel M. Junius Daniel M. Junius	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 15, 2006
/s/ David W. Carter David W. Carter	Director	November 15, 2006
/s/ Nicole Onetto, M.D. Nicole Onetto	Director	November 15, 2006





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/s/ Mark Skaletsky  
Mark Skaletsky

Director

November 15, 2006

/s/ Joseph Villafranca  
Joseph Villafranca

Director

November 15, 2006

7

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**ImmunoGen, Inc.**

**INDEX TO EXHIBITS FILED WITH  
FORM S-8 REGISTRATION STATEMENT**

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