

IMMUNOGEN INC  
Form S-8  
November 21, 2014

As filed with the Securities and Exchange Commission on November 21, 2014

Registration No.

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

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**IMMUNOGEN, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Massachusetts**  
(State of Incorporation)

**04-2726691**  
(I.R.S. Employer Identification Number)

**830 Winter Street**

**Waltham, Massachusetts 02451**

**(781) 895-0600**

(Address of Principal Executive Offices)

**IMMUNOGEN, INC.  
2006 EMPLOYEE, DIRECTOR AND CONSULTANT EQUITY INCENTIVE PLAN**

(Full Title of the Plan)

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**Craig Barrows**

**Vice President, General Counsel and Secretary  
ImmunoGen, Inc.  
830 Winter Street  
Waltham, Massachusetts 02451  
(781) 895-0600**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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

Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o  
(Do not check if a  
smaller reporting  
company)

Smaller reporting company  o

**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	5,501,602	\$9.41	\$51,770,074.82	\$6,015.69

(1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers an indeterminate number of additional shares of common stock to be offered or sold as a result of the anti-dilution provisions of the employee benefit plan described herein, including to prevent dilution resulting from any reorganization, recapitalization, reclassification, stock dividend, stock split or other similar change.

(2) Calculated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of determining the amount of the registration fee, based on the average of the high and low prices on the NASDAQ Global Select Market on November 17, 2014.



**EXPLANATORY NOTE**

This registration statement is being filed solely for the purpose of registering 5,501,602 additional shares of common stock, par value \$.01 per share (the Common Stock), of ImmunoGen, Inc. (the Company) to be offered to participants under the Company's 2006 Employee, Director and Consultant Equity Incentive Plan, as amended and restated (the 2006 Plan), originally adopted in 2006. The maximum number of shares of Common Stock reserved and available for issuance under the 2006 Plan includes 2,500,000 shares, which were previously registered with the Securities and Exchange Commission (the Commission) on Form S-8 (File No. 333-138713) filed on November 15, 2006 (the 2006 Registration Statement), an additional 2,000,000 shares which the Company's shareholders authorized for issuance under the 2006 Plan on November 12, 2008, which were previously registered with the Commission on Form S-8 (File No. 333-155540) filed on November 21, 2008 (the 2008 Registration Statement), an additional 4,000,000 shares which the Company's shareholders authorized for issuance under the 2006 Plan on November 16, 2010, which were previously registered with the Commission on Form S-8 (File No. 333-170788) filed on November 23, 2010 (the 2010 Registration Statement), an additional 3,500,000 shares which the Company's shareholders authorized for issuance under the 2006 Plan on November 13, 2012, which were previously registered with the Commission on Form S-8 (File No. 333-185086) filed on November 21, 2012 (the 2012 Registration Statement) and an additional 5,500,000 shares which the Company's shareholders authorized for issuance under the 2006 Plan on November 11, 2014 (which shares are included in this registration statement), plus an aggregate of 1,676,599 additional shares that have been included in the shares reserved for issuance under the 2006 Plan as a result of the forfeiture, cancellation or termination (other than by exercise), during the period between November 11, 2006 and June 30, 2014, of grants previously made under the Company's Restated Stock Option Plan, of which 811,245 shares were previously registered with the Commission on Form S-8 (File No. 333-147738) filed with the Commission on November 30, 2007, 185,444 shares were previously registered with the Commission on the 2008 Registration Statement, 356,408 shares were previously registered with the Commission on the 2010 Registration Statement, 321,900 shares were previously registered with the Commission on the 2012 Registration Statement, and 1,602 shares are included in this registration statement.

Pursuant to General Instruction E of Form S-8, the contents of the 2006 Registration Statement are incorporated herein by reference, except as otherwise noted below.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.**

The following documents are incorporated herein by reference:

- (a) The Company's annual report on Form 10-K for the fiscal year ended June 30, 2014, filed with the Commission on August 28, 2014;
- (b) The Company's quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2014, filed with the Commission on October 30, 2014;

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(c) The Company's current reports on Form 8-K filed with the Commission on September 18, September 19, September 30 and November 13, 2014; and

(d) The description of the Company's common stock contained in the Company's registration statement on Form 8-A, filed with the Commission on September 25, 1989, as amended by Amendment No. 1 thereto, filed with the Commission on November 15, 1989, pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment thereto or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Section 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

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have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Craig Barrows, Vice President, General Counsel and Secretary of the Company, has given his opinion on the validity of the Common Stock offered under this registration statement. Mr. Barrows beneficially owns 291,101 shares of common stock of the Company, of which 21,100 shares are owned jointly by Mr. Barrows and his spouse, and 270,001 shares may be acquired by Mr. Barrows within 60 days of November 21, 2014 through the exercise of stock options.

### ITEM 8. EXHIBITS.

Exhibit	Description
4.1	Restated Articles of Organization (incorporated herein by reference to Exhibit 3.1 of the Company's quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2010, filed with the Commission on April 30, 2010 (File No. 0-17999)).
4.1(a)	Articles of Amendment (incorporated herein by reference to Exhibit 3.1 of the Company's quarterly report on Form 10-Q for the fiscal quarter ended December 31, 2012, filed with the Commission on January 30, 2013 (File no. 0-17999)).
4.2	By-laws, as amended through April 4, 2007 (incorporated herein by reference to Exhibit 3.1 of the Company's current report on Form 8-K, filed with the Commission on April 6, 2007 (File No. 0-17999)).
4.3	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.2 of the Company's registration statement on Form S-1, filed with the Commission on November 15, 1989 (File No. 33-31219)).
4.6	ImmunoGen, Inc. 2006 Employee, Director and Consultant Equity Incentive Plan, as amended and restated through November 11, 2014 (incorporated herein by reference to Exhibit 10.1 of the Company's current report on Form 8-K, filed with the Commission on November 13, 2014 (File No. 0-17999)).
5.1*	Opinion of General Counsel.
23.1*	Consent of Ernst & Young LLP.
23.2	Consent of General Counsel (contained in the opinion filed as Exhibit 5.1 to this registration statement).
24.1	Power of Attorney (included in signature page to this registration statement).
99.1	Form of Restricted Stock Agreement for all employees (including executives) under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated by reference to Exhibit 99.1 of the Company's registration statement on Form S-8, filed with the Commission on November 21, 2012 (File No. 333-185086)).
99.2	Form of Deferred Stock Unit Award Agreement for Non-Employee Directors under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the Company's quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2010, filed with the Commission on October 29, 2010 (File No. 0-17999)).
99.3	Form of Incentive Stock Option Agreement for all employees (including executives) under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated by reference to Exhibit 10.14(g) of the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Commission on August 29, 2012 (File No. 0-17999)).

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- 99.4 Form of Non-Qualified Stock Option Agreement for all employees (including executives) under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated by reference to Exhibit 10.14(h) of the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Commission on August 29, 2012 (File No. 0-17999)).
- 99.5 Form of Non-Qualified Stock Option Agreement for Directors under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated by reference to Exhibit 10.14(i) of the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Commission on August 29, 2012 (File No. 0-17999)).

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\*Filed herewith

**SIGNATURES**

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 the city of Waltham, the Commonwealth of Massachusetts on this 21st day of November, 2014.

**IMMUNOGEN, INC.**

By: */s/ Daniel M. Junius*  
Daniel M. Junius  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Daniel M. Junius and David B. Johnston his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her or in his or her name, place and stead, in any and all capacities to sign any and all amendments or post-effective amendments to this registration statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, 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>
<i>/s/ Daniel M. Junius</i> Daniel M. Junius	President, Chief Executive Officer and Director (Principal Executive Officer)	November 21, 2014
<i>/s/ David B. Johnston</i> David B. Johnston	Executive Vice President, Chief Financial Officer, and Treasurer (Principal Financial and Accounting Officer)	November 21, 2014
<i>/s/ Stephen C. McCluski</i> Stephen C. McCluski	Chairman of the Board of Directors	November 21, 2014
<i>/s/ Mark Goldberg</i> Mark Goldberg	Director	November 21, 2014
<i>/s/ Dean J. Mitchell</i> Dean J. Mitchell	Director	November 21, 2014
<i>/s/ Nicole Onetto</i>	Director	November 21, 2014



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Nicole Onetto

/s/ Kristine Peterson  
Kristine Peterson

Director

November 21, 2014

/s/ Howard H. Pien  
Howard H. Pien

Director

November 21, 2014

/s/ Joseph J. Villafranca  
Joseph J. Villafranca

Director

November 21, 2014

/s/ Richard J. Wallace  
Richard J. Wallace

Director

November 21, 2014

**EXHIBIT INDEX**

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