

IMMUNOGEN INC
Form SC 13G/A
February 14, 2018

**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G/A**

Under the
Securities
Exchange Act of
1934

(Amendment No.
1)*

ImmunoGen, Inc.
(Name of Issuer)

Common Stock,
par value \$0.01
per share
(Title of Class of
Securities)

45253H101
(CUSIP Number)

December 31,
2017
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is

filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 5
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS
2	Highbridge Capital Management, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	State of Delaware
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6	SOLE VOTING POWER 0 SHARED VOTING POWER
7	130,363 shares of Common Stock (including 20,500 shares of Common Stock issuable upon exercise of call options) SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
	130,363 shares of Common

Stock
(including
20,500 shares
of Common
Stock issuable
upon exercise
of call options)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9 130,363 shares of
Common Stock
(including 20,500
shares of Common
Stock issuable upon
exercise of call
options)

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

0.10%
TYPE OF
REPORTING
12 PERSON

IA, OO

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This Amendment No. 1 (this "Amendment No. 1") amends the statement on Schedule 13G filed with the Securities and Exchange Commission (the "SEC") on April 24, 2017 (the "Original Schedule 13G"), with respect to the shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of ImmunoGen, Inc., a Massachusetts corporation (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Original Schedule 13G. This Amendment No. 1 amends and restates Items 4 and 5 in their entirety as set forth below.

Item
4. OWNERSHIP.

- (a) Amount beneficially owned:

As of December 31, 2017, Highbridge Capital Management, LLC, as the trading manager of 1992 MSF International Ltd. (formerly known as Highbridge International LLC) and STAR L.P. (collectively, the "Highbridge Funds"), may be deemed to be the beneficial owner of the 130,363 shares of Common Stock (including 20,500 shares of Common Stock issuable upon exercise of call options) held by the Highbridge Funds.

- (b) Percent of class:

The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon 132,250,680 shares of Common Stock issued and outstanding as of October 31, 2017, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017, filed with the Securities and Exchange Commission on November 9, 2017. Therefore, as of December 31, 2017, based on the Company's outstanding shares of Common Stock, Highbridge Capital Management, LLC may be deemed to beneficially own approximately 0.10% of the outstanding shares of Common Stock of the Company.

The foregoing should not be construed in and of itself as an admission by the Reporting Person as to beneficial ownership of the shares of Common Stock (including the shares of Common Stock issuable upon exercise of call options) held by the Highbridge Funds.

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See Item 4(a)

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct
the disposition of

See Item 4(a)

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Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: ý

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2018

HIGHBRIDGE CAPITAL
MANAGEMENT, LLC

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director