

IMMUNOGEN INC  
Form 8-K  
December 28, 2006

**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): **December 21, 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):

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- 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 December 26, 2006, ImmunoGen, Inc. (Nasdaq: IMGN) announced that on December 21, 2006, sanofi-aventis entered into an option agreement that enables them to gain expanded access to the Company's Tumor-Activated Prodrug (TAP) technology. The option agreement provides sanofi-aventis with the right to enter into a multi-target agreement with ImmunoGen prior to or on August 31, 2008 by payment of an agreed-upon option exercise fee. The multi-target agreement would allow sanofi-aventis to evaluate ImmunoGen's TAP technology with antibodies to targets not included in the existing research collaboration between the companies with certain restrictions and to license the right to use the technology to develop products for such targets on agreed-upon terms. ImmunoGen earned \$500,000 with the signing of this option 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**

| <b>Exhibit No.</b> | <b>Exhibit</b>   |
|--------------------|--|
| 99.1               | Press Release of ImmunoGen, Inc. dated December 26, 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: December 28, 2006

/s/ Daniel M. Junius  
Daniel M. Junius  
Executive Vice President and Chief Financial Officer

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**EXHIBIT INDEX**

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