

IMMUNOGEN INC  
Form S-8 POS  
November 21, 2008

As filed with the Securities and Exchange Commission on November 21, 2008

Registration No. 333-75372

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

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 2 TO**

**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**

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**Waltham, Massachusetts 02451**

**(781) 895-0600**

(Address of Principal Executive Offices)

**RESTATED STOCK OPTION PLAN**

(Full Title of the Plan)

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**Mitchel Sayare**  
**Chairman of the Board and Chief Executive Officer**  
**ImmunoGen, Inc.**  
**830 Winter Street**  
**Waltham, Massachusetts 02451**  
**(781) 895-0600**

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

**EXPLANATORY NOTE**

ImmunoGen, Inc. (the Company) is filing this post-effective amendment to deregister certain of the securities originally registered pursuant to the Registration Statement on Form S-8 (File No. 333-75372), filed with the Securities and Exchange Commission on December 18, 2001 by the Company (the Registration Statement) with respect to shares of the Company's common stock, par value \$0.01 per share (Common Stock), thereby registered for issuance under the Company's Restated Stock Option Plan, as amended (the Restated Stock Option Plan). An aggregate of 2,500,000 shares of Common Stock were registered for issuance under the Restated Stock Option Plan pursuant to the Registration Statement.

On November 14, 2006, the Company's shareholders approved the Company's 2006 Employee, Director and Consultant Equity Incentive Plan (the 2006 Plan), which replaced the Restated Stock Option Plan as of the date of approval. Following the approval of the 2006 Plan, no future awards may be made under the Restated Stock Option Plan. The maximum number of shares of Common Stock reserved and available for issuance under the 2006 Plan includes 500,000 shares available for grant under the Restated Stock Option Plan as of the effective date of the 2006 Plan (the Original Carried Forward Shares), plus the number of shares underlying any grants previously made under the Restated Stock Option Plan that are forfeited, canceled or terminated (other than by exercise) from and after November 11, 2006. The Original Carried Forward Shares included 111,245 shares registered under the Registration Statement, which were deregistered pursuant to Post-Effective Amendment No. 1 to the Registration Statement filed on November 30, 2007. An aggregate of 185,444 additional shares (the Additional Carried Forward Shares) have been included in the shares reserved for issuance under the 2006 Plan as a result of forfeiture, cancellation or termination (other than by exercise) of previously-made grants under the Restated Stock Option Plan during the period between November 1, 2007 and October 31, 2008. The Additional Carried Forward Shares were registered under the Registration Statement, and are hereby deregistered. Additional shares reserved for issuance under the Restated Stock Option Plan may become available in the future as a result of the forfeiture, cancellation or termination of awards (other than by exercise) under the Restated Stock Option Plan, and these additional shares will be included in the shares reserved for issuance under the 2006 Plan.

Contemporaneously with the filing of this Post-Effective Amendment No. 2 to the Registration Statement, the Company is filing a Registration Statement on Form S-8 to register the Additional Carried Forward Shares for issuance pursuant to the 2006 Plan.

**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 Post-Effective Amendment No. 2 to the 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, 2008.

**IMMUNOGEN, INC.**

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

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the 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, Chief Executive Officer and Director (Principal Executive Officer)	November 21, 2008
/s/ Daniel M. Junius Daniel M. Junius	President, Chief Operating Officer, Acting Chief Financial Officer and Director (Principal Financial and Accounting Officer)	November 21, 2008
/s/ David W. Carter David W. Carter	Director	November 21, 2008
/s/ Stephen C. McCluski Stephen C. McCluski	Director	November 21, 2008
/s/ Nicole Onetto Nicole Onetto	Director	November 21, 2008
/s/ Mark Skaletsky Mark Skaletsky	Director	November 21, 2008
/s/ Joseph J. Villafranca Joseph J. Villafranca	Director	November 21, 2008
/s/ Richard J. Wallace Richard J. Wallace	Director	November 21, 2008



**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
23.1*	Consent of Ernst & Young LLP

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\* Filed herewith