

IMMUNOGEN INC  
Form 8-K  
January 31, 2006

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**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): January 27, 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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01 - OTHER EVENTS**

On January 31, 2006, ImmunoGen, Inc. (Nasdaq: IMGN) issued a press release to announce that the Company has been informed by Genentech (NYSE: DNA) that the trastuzumab-DM1 Investigational New Drug (IND) application submitted by Genentech to the U.S. Food and Drug Administration (FDA) has become effective. This event triggers a \$2 million milestone payment to ImmunoGen. Trastuzumab-DM1 comprises ImmunoGen's cell-killing agent, DM1, linked to Genentech's therapeutic antibody, trastuzumab, which targets overexpression of the HER2 protein. HER2 overexpression is associated with approximately 20 percent of all breast cancers. This milestone was earned under a May 2000 agreement whereby Genentech has an exclusive license to use ImmunoGen's maytansinoid TAP technology with therapeutic antibodies to HER2, including trastuzumab.

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**

Exhibit No.	Exhibit
99.1	Press Release of ImmunoGen, Inc. dated January 31, 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: January 31, 2006

/s/ Karleen M. Oberton

Karleen M. Oberton  
Senior Corporate Controller  
(Principal Accounting Officer)