

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 31, 2001
Amending the Report on Form 8-K filed September 7, 2001

IMMUNOGEN, INC.

(Exact name of registrant as specified in its charter)

Massachusetts

0-17999

04-2726691

(State or other
jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

128 Sidney Street, Cambridge, Massachusetts 02139

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (617) 995-2500

(Former name or former address, if changed since last report)

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On September 7, 2001, ImmunoGen, Inc. (the "Company") filed a report on Form 8-K announcing that it had dismissed PricewaterhouseCoopers LLP ("PWC") as its independent certifying accountants which dismissal was to be effective upon the completion of PWC's audit of ImmunoGen, Inc.'s financial statements for the year ended June 30, 2001 and that it had engaged Ernst & Young as its independent certifying accountants for the year ending June 30, 2002. The dismissal of PWC became effective as of September 28, 2001, concurrent with the Company's filing of its annual report on Form 10-K.

The reports of PWC with respect to the Company for fiscal years 1999, 2000, and 2001 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During fiscal years 1999, 2000 and 2001 and through September 28, 2001, there were no disagreements between the Company and PWC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of PWC, would have caused PWC to make reference to the subject matter of the disagreements in its report on the Company's financial statements for such years.

Pursuant to Item 304(a)(3) of Regulation S-K, the Company has requested that PWC furnish it with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of such letter, dated October 5, 2001, is filed as Exhibit 16 to this Form 8-K/A.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit 16	Letter from PricewaterhouseCoopers LLP to the Securities and Exchange Commission dated October 5, 2001.
------------	---

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: October 5, 2001

/s/ GREGG D. BELOFF

Gregg D. Beloff
Chief Financial Officer, Vice President,
Finance

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----	SEQUENTIAL PAGE NUMBER -----
16	Letter from PricewaterhouseCoopers LLP to the Securities and Exchange Commission dated October 5, 2001.	

October 5, 2001

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Commissioners:

We have read the statements made by ImmunoGen, Inc. (copy attached), which we understand will be filed with the Commission pursuant to Item 4 of Form 8-K/A, as part of the Company's Form 8-K/A report dated August 31, 2001, filed October 5, 2001. We agree with the statements concerning our Firm in such Form 8-K/A.

/s/ PricewaterhouseCoopers LLP