

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Enyedy Mark J</u>			2. Issuer Name and Ticker or Trading Symbol <u>ImmunoGen, Inc. [IMGN]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF EXECUTIVE OFFICER</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2024</u>					
<u>C/O IMMUNOGEN, INC.</u> <u>830 WINTER STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)			Rule 10b5-1(c) Transaction Indication					
<u>WALTHAM</u>	<u>MA</u>	<u>02451</u>	<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	02/12/2024		D ⁽¹⁾		584,397	D	(1)	0	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit	\$0 ⁽²⁾	02/12/2024		D ⁽²⁾			102,466	(2)	(2)	Common Stock	102,466	(2)	0	D
Restricted Stock Unit	\$0 ⁽³⁾	02/12/2024		D ⁽³⁾			140,357	(3)	(3)	Common Stock	140,357	(3)	0	D
Stock Option (Right to Buy)	\$4.55	02/12/2024		D ⁽⁴⁾			196,875	(4)	02/07/2030	Common Stock	196,875	(4)	0	D
Stock Option (Right to Buy)	\$7.69	02/12/2024		D ⁽⁴⁾			925,000	(4)	02/05/2031	Common Stock	925,000	(4)	0	D
Stock Option (Right to Buy)	\$5.32	02/12/2024		D ⁽⁴⁾			1,100,000	(4)	02/04/2032	Common Stock	1,100,000	(4)	0	D
Stock Option (Right to Buy)	\$4.66	02/12/2024		D ⁽⁴⁾			922,400	(4)	02/03/2033	Common Stock	922,400	(4)	0	D
Stock Option (Right to Buy)	\$10.65	02/12/2024		D ⁽⁴⁾			1,100,000	(4)	02/15/2028	Common Stock	1,100,000	(4)	0	D

Explanation of Responses:

- This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated November 30, 2023, by and among the Issuer, AbbVie Inc., a Delaware corporation ("AbbVie"), Athene Subsidiary LLC, a Delaware limited liability company and wholly owned subsidiary of AbbVie ("Intermediate Sub"), and Athene Merger Sub Inc., a Massachusetts corporation and wholly owned subsidiary of Intermediate Sub ("Purchaser"), pursuant to which Purchaser merged with and into the Issuer with the Issuer continuing as the surviving corporation (the "Merger"). At the effective time of the Merger (the "Effective Time"), each share of common stock, par value \$.01 per share, of the Issuer (the "Common Stock"), that was issued and outstanding immediately prior to the Effective Time was converted into the right to receive an amount in cash equal to \$31.26, without interest (the "Merger Consideration").
- Pursuant to the Merger Agreement, at the Effective Time, each restricted stock unit ("RSU") granted prior to the date of the Merger Agreement that was outstanding immediately prior to the Effective Time was canceled, and the Reporting Person was entitled to receive (without interest), in consideration of the cancellation of such RSU, an amount in cash (less any applicable withholding taxes) equal to (i) the number of shares of Common Stock subject to such RSU immediately prior to the Effective Time, multiplied by (ii) the Merger Consideration.
- Pursuant to the Merger Agreement, at the Effective Time, each RSU granted on or after the date of the Merger Agreement that was outstanding immediately prior to the Effective Time was converted into a grant of restricted stock unit awards in respect of a number of shares of AbbVie common stock equal to the number of shares of Common Stock underlying such RSU as of immediately prior to the Effective Time multiplied by 0.18, and otherwise with the same terms and conditions that were applicable immediately prior to the Effective Time.
- Pursuant to the Merger Agreement, at the Effective Time, each option to purchase shares of Common Stock ("Stock Option") granted prior to the date of the Merger Agreement that was outstanding immediately prior to the Effective Time was canceled and the Reporting Person was entitled to receive (without interest), in consideration of the cancellation of such Stock Option, an amount in cash (less any applicable withholding taxes) equal to (i) the total number of shares of Common Stock subject to such Stock Option immediately prior to the Effective Time, multiplied by (ii) the excess, if any, of the Merger Consideration over the applicable exercise price per share of Common Stock under such Stock Option.

/s/ Joseph J. Kenny, Attorney-in-Fact 02/12/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

