

**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): **August 26, 2013**

**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.)

**830 Winter Street, Waltham, MA 02451**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(781) 895-0600**

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))

**ITEM 7.01 — REGULATION FD DISCLOSURE**

On August 26, 2013, ImmunoGen, Inc. (referred to as “we,” “us” or the “Company”) entered into a license agreement with Eli Lilly and Company (“Lilly”) granting Lilly rights to use our maytansinoid-based Targeted Antibody Payload (TAP) technology to develop and commercialize products directed to a specific antigen target on an exclusive basis. This license was granted pursuant to the terms of an existing Multi-Target Agreement entered into by the Company and Lilly in 2011.

In accordance with the terms of the Multi-Target Agreement, execution of the license agreement entitles us to receive development, regulatory and sales milestone payments potentially totaling \$200.5 million, as well as royalties on the commercial sales of any resultant products.

**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: August 28, 2013

/s/ Daniel M. Junius

Daniel M. Junius  
President and Chief Executive Officer