

---

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

---

POST-EFFECTIVE AMENDMENT NO. 1 TO

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

---

**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  
Waltham, Massachusetts 02451  
(781) 895-0600**  
(Address of Principal Executive Offices)

**IMMUNOGEN, INC.  
2016 EMPLOYEE, DIRECTOR AND CONSULTANT EQUITY INCENTIVE PLAN**  
(Full Title of the Plan)

---

**Craig Barrows  
Executive Vice President, General Counsel and Secretary  
ImmunoGen, Inc.  
830 Winter Street  
Waltham, Massachusetts 02451  
(781) 895-0600**

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

---

---

## 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. 333-215196), filed with the Securities and Exchange Commission on December 20, 2016 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 2016 Employee, Director and Consultant Equity Incentive Plan, as amended (the “2016 Plan”). An aggregate of 5,500,000 shares of Common Stock were registered for issuance under the 2016 Plan pursuant to the Registration Statement.

On June 20, 2018, the Company’s shareholders approved the Company’s 2018 Employee, Director and Consultant Equity Incentive Plan (the “2018 Plan”). The maximum number of shares of Common Stock reserved and available for issuance under the 2018 Plan includes the number of shares underlying any grants previously made under the 2016 Plan that are forfeited, canceled or terminated (other than by exercise) on or after June 20, 2018. An additional 383,555 shares registered under the Registration Statement (the “First Carried Forward Shares”) have been included in the shares reserved for issuance under the 2018 Plan as a result of the forfeiture, cancellation or termination (other than by exercise) of previously made grants under the 2016 Plan during the period between June 20, 2018 and November 30, 2019, which are hereby deregistered. Additional shares reserved for issuance under the 2016 Plan may become available in the future as a result of the forfeiture, cancellation or termination (other than by exercise) of awards granted under the 2016 Plan, and these additional shares will be included in the shares reserved for issuance under the 2018 Plan.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the Registration Statement, the Company is filing a Registration Statement on Form S-8 to register the First Carried Forward Shares for issuance pursuant to the 2018 Plan.

### ITEM 8. EXHIBITS.

<u>Exhibit</u>	<u>Description</u>
23.1	<a href="#">Consent of Ernst &amp; Young LLP</a>
24.1	<a href="#">Power of Attorney of Stuart A. Arbuckle</a>

## 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. 1 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 20<sup>th</sup> day of December, 2019.

### IMMUNOGEN, INC.

By: /s/ Mark J. Enyedy  
Mark J. Enyedy  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark J. Enyedy</u> Mark J. Enyedy	President, Chief Executive Officer and Director (Principal Executive and Financial Officer)	December 20, 2019
<u>/s/ David G. Foster</u> David G. Foster	Vice President, Finance and Chief Accounting Officer, and Treasurer (Principal Financial and Accounting Officer)	December 20, 2019
<u>*</u> Stephen C. McCluski	Chairman of the Board of Directors	December 20, 2019
<u>*</u> Stuart A. Arbuckle	Director	December 20, 2019
<u>*</u> Mark Goldberg	Director	December 20, 2019
<u>*</u> Dean J. Mitchell	Director	December 20, 2019
<u>*</u> Kristine Peterson	Director	December 20, 2019
<u>*</u> Richard J. Wallace	Director	December 20, 2019

\* By: /s/ Mark J. Enyedy  
Mark J. Enyedy  
(Attorney-in-fact)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statement (Form S-8 No. 333-215196) pertaining to the 2016 Employee, Director and Consultant Equity Incentive Plan of ImmunoGen, Inc. of our reports dated March 1, 2019, with respect to the consolidated financial statements of ImmunoGen, Inc. and the effectiveness of internal control over financial reporting of ImmunoGen, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
December 20, 2019

---

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS that the undersigned constitutes and appoints Mark J. Enyedy and David G. Foster his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her or in his or her name, place and stead, in any and all capacities to sign any and all amendments or post-effective amendments to this registration statement on Form S-8 (File No. 333-215196), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

---

**Signature**

---

**Title**

---

**Date**

---

/s/ Stuart A. Arbuckle  
Stuart A. Arbuckle

---

Director

---

December 20, 2019

---