

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 Report) : November 19, 2002

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
(I.R.S. Employer
Identification No.)

128 Sidney Street
Cambridge, MA 02139
(Address of principal executive offices, including zip code)

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

ITEM 5. OTHER EVENTS

On November 19, 2002, Millennium Pharmaceuticals, Inc. informed ImmunoGen that clinical trials of the novel anti-cancer agent composed of ImmunoGen's DM1 effector molecule and Millennium's MLN591 antibody had been initiated. The achievement of this milestone triggers a milestone payment of \$1.0 million from Millennium to ImmunoGen. The press release announcing the achievement of this milestone is incorporated herein by reference and filed as Exhibit 99.1 hereto.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

99.1 The Registrant's Press Release dated November 21, 2002.

SIGNATURE

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 hereto duly authorized.

ImmunoGen, Inc.

Date: November 21, 2002

By: /s/ Gregg D. Beloff
Gregg D. Beloff
Chief Financial Officer and Vice President

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For Immediate Release

**ImmunoGen Announces Achievement of Milestone
in Collaboration with Millennium**

– Initiation of Clinical Trials with MLN2704 Triggers Payment to ImmunoGen –

CAMBRIDGE, MA, November 21, 2002– ImmunoGen, Inc. (Nasdaq: IMGN) today announced that the Company earned a \$1.0 million milestone payment from Millennium Pharmaceuticals, Inc. (Nasdaq: MLNM) with Millennium's initiation of clinical trials with MLN2704 (formerly known as MLN591DM1). This milestone will be recognized as revenue in ImmunoGen's quarter ending December 31, 2002, the period in which the milestone payment was earned.

MLN2704 is an anticancer product candidate developed by Millennium. It is a Tumor-Activated Prodrug (TAP) product composed of Millennium's MLN591 antibody and ImmunoGen's DM1 effector molecule. ImmunoGen's TAP technology uses tumor-targeting antibodies to deliver a highly potent cell-killing agent specifically to cancer cells. ImmunoGen's proprietary DM1 is designed to remain attached to the antibody and inactive while the TAP product is circulating through the bloodstream, yet readily kill cancer cells once the product has reached the tumor. The MLN591 antibody to which the DM1 is attached binds specifically to the prostate-specific membrane antigen (PSMA), which is expressed by virtually all prostate tumors.

The Phase I study initiated by Millennium is a dose-escalation study in patients with metastatic androgen-independent prostate cancer, as noted in the press release issued by Millennium.

Mitchel Sayare, Ph.D., ImmunoGen Chairman and CEO, commented, "We are pleased with the progress Millennium has made in the development of MLN2704. Four DM1-based TAP products have now entered clinical testing – two developed by ImmunoGen and two by companies that licensed our TAP technology for use with their antibodies."

In February 2002, ImmunoGen licensed to Millennium the right to use its DM1 TAP technology with antibodies that target PSMA in exchange for an upfront payment, milestone payments, and royalties on product sales. This license derived from a collaboration established between the companies in 2001 that provides Millennium with access to test ImmunoGen's TAP technology with a restricted number of antigen targets.

About ImmunoGen, Inc.

ImmunoGen, Inc. develops targeted anticancer biopharmaceuticals. The Company's TAP technology uses tumor-targeting antibodies to deliver a highly potent, cell-killing agent specifically to cancer cells. Two ImmunoGen-developed TAP products are in clinical trials: cantuzumab mertansine, which is licensed to GlaxoSmithKline, and huN901-DM1, which is licensed to British Biotech in certain territories. ImmunoGen helps fund its programs by licensing its TAP technology to other companies. Several companies are developing TAP products that use ImmunoGen's TAP technology with the partner's antibody: Boehringer Ingelheim (bivatuzumab mertansine), Millennium (MLN2704), and Genentech (Trastuzumab-DM1). ImmunoGen also has multitarget agreements with Genentech, Abgenix, and Millennium.

This press release includes forward-looking statements based on management's current expectations. For these statements, we claim the protection of the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Various factors could cause our actual results to differ materially from those discussed or implied in the forward-looking statements and you are cautioned not to place undue reliance on these forward-looking statements, which are current only as of the date of this release. Factors that could cause future results to differ materially from such expectations include, but are not limited to: the success of our research and clinical development processes; the difficulties inherent in the development of pharmaceuticals, including uncertainties as to the timing, expense and results of preclinical studies and clinical trials; our dependence upon existing and potential collaborative partners; uncertainty as to whether our potential products or those of our collaborators will succeed in entering human clinical trials and uncertainty as to the results of such trials; the risk that we may not be able to obtain regulatory approvals necessary to commercialize our product candidates; the potential development by competitors of competing products and technologies; uncertainty whether our TAP technology will produce safe, effective and commercially viable products; and other factors more fully described in ImmunoGen's Annual Report on Form 10-K for the fiscal year ended June 30, 2002 and other current reports filed with the Securities and Exchange Commission.