
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): May 4, 2006

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.)

128 Sidney Street, Cambridge, MA 02139

(Address of principal executive offices) (Zip Code)

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

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))
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ITEM 1.01 - ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On May 4, 2006, ImmunoGen, Inc. (NASDAQ: IMGN) and Genentech, Inc. entered into an agreement to collaborate to create a commercial manufacturing process for Genentech's trastuzumab-DM1 Tumor-Activated Prodrug (TAP) compound. Under this agreement, ImmunoGen and Genentech will develop a production method for Genentech to manufacture trastuzumab-DM1 at amounts up to and including commercial scale, and ImmunoGen will receive research support payments in return.

The companies have also amended the May, 2000 exclusive license agreement that grants Genentech rights to use ImmunoGen's maytansinoid TAP technology with therapeutic antibodies that target HER2. This amendment increases the potential milestone payments to ImmunoGen under this agreement by \$6.5 million to \$44 million and the potential royalties to ImmunoGen on any HER2-targeting TAP compound that may be developed by Genentech, including trastuzumab-DM1.

A copy of the press release is attached to this current report on Form 8-K as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release of ImmunoGen, Inc. dated May 4, 2006

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: May 4, 2006

/s/ Karleen M. Oberton

Karleen M. Oberton
Senior Corporate Controller
(Principal Accounting Officer)

IMMUNOGEN, INC.

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For Immediate Release

ImmunoGen, Inc. to Develop Commercial-Scale Manufacturing Process for Trastuzumab-DM1 for Genentech

- Companies also amend 2000 agreement for TAP compounds targeting HER2, potentially providing increased royalties and milestones to ImmunoGen -

CAMBRIDGE, MA, May 4, 2006 - ImmunoGen, Inc. (Nasdaq: IMGN), a biopharmaceutical company that develops targeted anticancer therapeutics using its Tumor-Activated Prodrug (TAP) technology, today announced that the Company has entered into an agreement to collaborate with Genentech to create a commercial manufacturing process for Genentech's trastuzumab-DM1 TAP compound. ImmunoGen and Genentech also have agreed to amend their 2000 agreement that grants Genentech exclusive rights to use ImmunoGen's TAP technology with therapeutic antibodies to HER2. This amendment increases the total potential milestone payments to ImmunoGen under this agreement to \$44 million and the royalties to ImmunoGen on HER2-targeting TAP compounds developed by Genentech, including trastuzumab-DM1.

"We're delighted that Genentech chose to access our process development expertise in order to gain a commercial-scale manufacturing process for trastuzumab-DM1," commented Mitchel Sayare, Chairman and CEO. "We believe that the considerable increase in the milestone payments and royalties that ImmunoGen potentially can earn with Genentech's successful development of HER2-targeting TAP compounds reflects the value of our manufacturing expertise in this area as well as the significance of our technology."

Under the process development agreement announced today, ImmunoGen and Genentech will develop a production method for Genentech to manufacture trastuzumab-DM1 at amounts up to and including commercial scale, and ImmunoGen will receive research support payments in return. ImmunoGen and Genentech also have amended the 2000 agreement that grants Genentech exclusive rights to use ImmunoGen's maytansinoid TAP technology with therapeutic antibodies to HER2. This amendment increases the potential milestone payments to ImmunoGen under this agreement by \$6.5 million and the potential royalties to ImmunoGen on any HER2-targeting TAP compound that may be developed by Genentech.

A TAP compound uses a tumor-targeting antibody to deliver a potent, cell-killing agent specifically to cancer cells. During the manufacturing process, the cell-killing agent is attached to the antibody in a manner that does not significantly impact the binding properties of the antibody. In the past few years, ImmunoGen has manufactured numerous TAP compounds for preclinical and initial clinical testing at the Company's production facility in Norwood, MA. ImmunoGen developed each production method used, providing the Company with extensive experience in the development of manufacturing processes for TAP compounds.

About ImmunoGen, Inc.

ImmunoGen, Inc. develops targeted anticancer biopharmaceuticals. The Company's proprietary TAP technology uses tumor-targeting antibodies to deliver a potent cell-killing agent specifically to cancer cells. Four TAP compounds are in clinical testing - huN901-DM1 and huC242-DM4, which are wholly owned by ImmunoGen, and AVE9633 and trastuzumab-DM1, which are in development by the sanofi-aventis Group and Genentech, respectively. The sanofi-aventis Group, Genentech, Centocor, Biogen Idec, Boehringer Ingelheim, Millennium Pharmaceuticals, Inc., and Amgen (formerly Abgenix) have licensed the right to develop and/or test TAP compounds to specific targets; ImmunoGen also has a broader collaboration with the sanofi-aventis Group.

This press release includes forward-looking statements. For these statements, ImmunoGen claims the protection of the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. It should be noted that there are risks and uncertainties related to the Company's development of its own products, as well as to the development of products, including trastuzumab-DM1, by our collaborators. A review of these risks can be found in ImmunoGen's Annual Report on Form 10-K for the fiscal year ended June 30, 2005 and other reports filed with the Securities and Exchange Commission.

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