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 26, 2017

ImmunoGen, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts	**0-17999**	**04-2726691**
(State or other jurisdiction of incorporation)	(Commission File Number)	(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))

Indicate by check mark whether the registrant is a an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter.

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 13(a) of the Exchange Act. ☐

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On May 26, 2017, ImmunoGen, Inc. ("ImmunoGen") and sanofi-aventis U.S. LLC ("Sanofi"), as successor-in-interest to Aventis Pharmaceuticals, Inc., entered into a Fourth Amendment (the "Fourth Amendment") to their Collaboration and License Agreement dated as of July 30, 2003 (as amended, the "Collaboration Agreement"). Pursuant to the Fourth Amendment, ImmunoGen has granted Sanofi an exclusive, worldwide, fully paid up, royalty-free, perpetual, irrevocable license to manufacture, develop and commercialize the following products: (a) isatuximab (SAR650984), an unconjugated anti-CD38 antibody; (b) SAR408701, an anti-CEACAM5 antibody drug conjugate, or ADC; (c) SAR566658, an anti-CA6 ADC; and (d) an additional ADC directed to an undisclosed target. Pursuant to the Fourth Amendment, ImmunoGen has also agreed to forego its option to engage in certain limited co-promotion rights in the U.S. with respect to the foregoing products.

In connection with the foregoing amendment to the Collaboration Agreement, ImmunoGen and Sanofi also amended the exclusive license to our maytansinoid ADC technology for use with antibodies that target LAMP1 (the "LAMP1 License"). Pursuant to the amendment to the LAMP1 License, ImmunoGen has granted Sanofi an exclusive, worldwide, fully paid up, royalty-free, perpetual, irrevocable license to manufacture, develop and commercialize ADCs targeting LAMP1, including the clinical candidate SAR428926.

In consideration of the foregoing amendments, Sanofi has agreed to pay ImmunoGen a paid-up license fee in the amount of $30 million. Except for the foregoing paid-up license fee, ImmunoGen will not be entitled to receive any future milestone payments or royalties under the Collaboration Agreement or the LAMP1 License.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d): The following exhibit is being filed herewith:

Exhibit No.	Exhibit
99.1	Press Release of ImmunoGen, Inc. dated May 30, 2017

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 30, 2017

/s/ David B. Johnston

David B. Johnston
Executive Vice President and Chief Financial Officer

Exhibit 99.1

ImmunoGen and Sanofi Amend License Agreements

Amendments Grant Sanofi Exclusive, Fully-Paid Licenses to Selected Development Compounds

ImmunoGen to Receive $30 Million License Fee

WALTHAM, Mass., May 30, 2017 – ImmunoGen, Inc. (Nasdaq: IMGN), a leader in the expanding field of antibody-drug conjugates (ADCs) for the treatment of cancer, today announced that the Company and an affiliate of Sanofi have amended their license agreements covering all compounds in development by Sanofi using ImmunoGen's technology.

Under the terms of the amended 2003 collaboration and license agreement, ImmunoGen has granted Sanofi a fully-paid, exclusive license to develop, manufacture, and commercialize the following experimental compounds in development: isatuximab (SAR650984), an unconjugated anti-CD38 antibody in Phase 3 development for relapsed and refractory multiple myeloma; SAR566658, an ADC targeting CA6 in Phase 2 development for triple negative breast cancer (TNBC); SAR408701, an anti-CEACAM5 ADC being studied for the treatment of solid tumors; and an additional ADC directed to an undisclosed target. ImmunoGen and Sanofi have also amended a separate 2013 exclusive license to grant Sanofi a fully-paid, exclusive license to develop, manufacture, and commercialize the experimental compound SAR428926, an anti-LAMP1 ADC being studied for the treatment of solid tumors.

As consideration for these amendments, ImmunoGen will receive a $30 million payment and has agreed to forego a limited co-promotion option in the U.S. with respect to the compounds covered by the 2003 agreement, as well as future milestones or royalties under both license agreements.

"Amending these agreements allows us to continue to focus on the development of our lead program, mirvetuximab soravtansine, while advancing our earlier-stage portfolio and further strengthening ImmunoGen's cash position," stated Mark Enyedy, president and chief executive officer of ImmunoGen. "We believe Sanofi possesses the right resources to complete the development of these innovative candidates and potentially bring them to patients around the globe."

About ImmunoGen

ImmunoGen is a clinical-stage biotechnology company that develops targeted cancer therapeutics using its proprietary ADC technology. ImmunoGen's lead product candidate, mirvetuximab soravtansine, is in a Phase 3 trial for FRα-positive platinum-resistant ovarian cancer, and is in Phase 1b/2 testing in combination regimens for earlier-stage disease. ImmunoGen's ADC technology is used in Roche's marketed product, Kadcyla®, in three other clinical-stage ImmunoGen product candidates, and in programs in development by partners Amgen, Bayer, Biotest, CytomX, Lilly, Novartis, Sanofi and Takeda. More information about the Company can be found at www.immunogen.com.

Kadcyla® is a registered trademark of Genentech, a member of the Roche 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 development of novel anticancer products, including mirvetuximab soravtansine, and risks related to clinical studies, their timing and results. A review of these risks can be found in ImmunoGen's transition report on Form 10-K for the six-month transition period ended December 31, 2016 and other reports filed with the Securities and Exchange Commission.

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