
**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): **July 22, 2005**

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 8.01 – OTHER EVENTS

On July 26, 2005, ImmunoGen, Inc. (Nasdaq: IMGN) issued a press release to announce that Genentech (NYSE: DNA) has licensed exclusive rights to use ImmunoGen's Tumor-Activated Prodrug (TAP) technology with therapeutic antibodies to an undisclosed target. This is the third such license to be taken by Genentech, and is in addition to the existing license agreements between the companies that grant Genentech exclusive rights to use ImmunoGen's technology with therapeutic antibodies to another undisclosed target and to use it with therapeutic antibodies to HER2.

Pursuant to the terms of ImmunoGen/Genentech Collaborative Agreement established in 2000 and renewed by Genentech in 2005, which grants Genentech certain rights to test ImmunoGen's TAP technology with Genentech's therapeutic antibodies to specific targets, Genentech must take a license for each target in order to use ImmunoGen's technology to develop products with therapeutic antibodies to that target. Pursuant to the terms of the license, ImmunoGen receives a \$1 million license fee, is entitled to receive milestone payments and is entitled to receive royalties on the sales of any resulting products.

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 July 26, 2005

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: July 26, 2005

/s/ Karleen M. Oberton

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

IMMUNOGEN, INC.

128 Sidney Street, Cambridge, MA 02139-4239

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For Immediate Release

**ImmunoGen, Inc. Announces Genentech Has Licensed Rights
to Use ImmunoGen's TAP Technology with
Therapeutic Antibodies to an Additional Target**

CAMBRIDGE, MA July 26, 2005 – ImmunoGen, Inc. (Nasdaq: IMGN) today announced that Genentech (NYSE: DNA) has licensed exclusive rights to use ImmunoGen's Tumor-Activated Prodrug (TAP) technology with therapeutic antibodies to an undisclosed target. This is the third such license to be taken by Genentech. In addition to this license, Genentech previously licensed exclusive rights to use ImmunoGen's TAP technology with therapeutic antibodies to another undisclosed target and to use it with therapeutic antibodies to HER2.

The license announced today provides Genentech with exclusive rights to use ImmunoGen's maytansinoid TAP technology with Genentech's therapeutic antibodies to the undisclosed target. Under the terms of the license, ImmunoGen receives a \$1 million license payment, and is entitled to receive milestone payments. ImmunoGen also receives royalties on the sales of any resulting products. Genentech is responsible for the development, manufacturing, and marketing of any products resulting from the license.

This license stems from an agreement between the companies – established in 2000 and renewed by Genentech in 2005 – that grants Genentech certain rights to test ImmunoGen's maytansinoid TAP technology with Genentech's therapeutic antibodies to specific targets, and to license rights to use the technology to develop products.

Mitchel Sayare, PhD, ImmunoGen Chairman and CEO, commented, "We now have several agreements in place with Genentech – the three license agreements that enable them to develop TAP products to different targets and the technology access agreement that enables them to test our TAP technology with other of their therapeutic antibodies. We are delighted to again expand our relationship with Genentech."

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. Two TAP compounds wholly owned by ImmunoGen are in clinical testing – huN901-DM1 and huC242-DM4. Genentech, Centocor (a wholly-owned subsidiary of Johnson & Johnson), Biogen Idec, the sanofi-aventis Group, Millennium Pharmaceuticals, Inc., Boehringer Ingelheim, and 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.

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