

IMMUNOGEN INC  
Form 10-Q  
October 30, 2015  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2015

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number 0-17999

**ImmunoGen, Inc.**

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**Massachusetts**  
(State or other jurisdiction of incorporation or  
organization)

**04-2726691**  
(I.R.S. Employer Identification No.)

**830 Winter Street, Waltham, MA 02451**

(Address of principal executive offices, including zip code)

**(781) 895-0600**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

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 the 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

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Shares of common stock, par value \$.01 per share: 86,984,630 shares outstanding as of October 27, 2015.



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IMMUNOGEN, INC.

FORM 10-Q

FOR THE QUARTER ENDED SEPTEMBER 30, 2015

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Table of Contents**ITEM 1. Financial Statements****IMMUNOGEN, INC.****CONSOLIDATED BALANCE SHEETS****(UNAUDITED)****In thousands, except per share amounts**

|   | <b>September 30,<br/>2015</b> | <b>June 30,<br/>2015</b> |
|---|-------------------------------|--------------------------|
| <b>ASSETS</b>   |                               |                          |
| Cash and cash equivalents   | \$ 247,843                    | \$ 278,109               |
| Accounts receivable   | 6,812                         | 5,088                    |
| Unbilled revenue  | 899                           | 714                      |
| Inventory   | 1,246                         | 2,935                    |
| Current portion of deferred financing costs   | 1,136                         | 1,159                    |
| Prepaid and other current assets  | 4,080                         | 4,175                    |
| Total current assets  | 262,016                       | 292,180                  |
| Property and equipment, net of accumulated depreciation   | 18,510                        | 16,254                   |
| Deferred financing costs, net of current portion  | 4,147                         | 4,415                    |
| Other assets  | 911                           | 974                      |
| Total assets  | \$ 285,584                    | \$ 313,823               |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>  |                               |                          |
| Accounts payable  | \$ 9,689                      | \$ 8,138                 |
| Accrued compensation  | 3,262                         | 8,346                    |
| Other accrued liabilities   | 9,631                         | 10,441                   |
| Current portion of deferred lease incentive   | 646                           | 646                      |
| Current portion of liability related to the sale of future royalties  | 11,862                        | 7,906                    |
| Current portion of deferred revenue   | 858                           | 333                      |
| Total current liabilities   | 35,948                        | 35,810                   |
| Deferred lease incentive, net of current portion  | 6,139                         | 6,301                    |
| Deferred revenue, net of current portion  | 40,794                        | 40,855                   |
| Liability related to the sale of future royalties, net of current portion   | 186,967                       | 191,756                  |
| Other long-term liabilities   | 4,127                         | 3,997                    |
| Total liabilities   | 273,975                       | 278,719                  |
| Commitments and contingencies (Note E)  |                               |                          |
| Shareholders' equity:   |                               |                          |
| Preferred stock, \$0.01 par value; authorized 5,000 shares; no shares issued and outstanding  |                               |                          |
| Common stock, \$0.01 par value; authorized 150,000 shares; issued and outstanding 86,981 and 86,579 shares as of September 30, 2015 and June 30, 2015, respectively | 870                           | 866                      |
| Additional paid-in capital  | 753,349                       | 743,108                  |
| Accumulated deficit   | (742,610)                     | (708,870)                |
| Total shareholders' equity  | 11,609                        | 35,104                   |
| Total liabilities and shareholders' equity  | \$ 285,584                    | \$ 313,823               |

The accompanying notes are an integral part of the consolidated financial statements.



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## IMMUNOGEN, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(UNAUDITED)

In thousands, except per share amounts

|  | Three Months Ended<br>September 30, |             |
|--|-------------------------------------|-------------|
|  | 2015                                | 2014        |
| Revenues:  |                                     |             |
| License and milestone fees   | \$ 6,070                            | \$ 6,234    |
| Royalty revenue  |                                     | 4,166       |
| Non-cash royalty revenue related to the sale of future royalties               | 5,684                               |             |
| Research and development support   | 772                                 | 776         |
| Clinical materials revenue   | 2,325                               | 2,027       |
| Total revenues   | 14,851                              | 13,203      |
| Operating Expenses:  |                                     |             |
| Research and development   | 35,132                              | 28,018      |
| General and administrative   | 8,329                               | 7,095       |
| Total operating expenses   | 43,461                              | 35,113      |
| Loss from operations   | (28,610)                            | (21, 910)   |
| Investment income, net   | 51                                  | 8           |
| Non-cash interest expense on liability related to the sale of future royalties | (5,143)                             |             |
| Other expense, net   | (38)                                | (380)       |
| Net loss   | \$ (33,740)                         | \$ (22,282) |
| Basic and diluted net loss per common share                                    | \$ (0.39)                           | \$ (0.26)   |
| Basic and diluted weighted average common shares outstanding                   | 86,838                              | 85,872      |
| Total comprehensive loss   | \$ (33,740)                         | \$ (22,282) |

The accompanying notes are an integral part of the consolidated financial statements.

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## IMMUNOGEN, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

In thousands, except per share amounts

|  | Three Months ended September 30, |             |
|--|----------------------------------|-------------|
|  | 2015                             | 2014        |
| Cash flows from operating activities:  |                                  |             |
| Net loss   | \$ (33,740)                      | \$ (22,282) |
| Adjustments to reconcile net loss to net cash used for operating activities: |                                  |             |
| Non-cash royalty revenue related to sale of future royalties                 | (5,684)                          |             |
| Non-cash interest expense on liability related to sale of future royalties   | 5,143                            |             |
| Depreciation and amortization  | 1,127                            | 1,389       |
| Gain on sale/disposal of fixed assets  | (6)                              |             |
| Stock and deferred share unit compensation                                   | 5,783                            | 5,410       |
| Deferred rent  | 29                               | 92          |
| Changes in operating assets and liabilities:                                 |                                  |             |
| Accounts receivable  | (1,724)                          | 58          |
| Unbilled revenue   | (185)                            | 545         |
| Inventory  | 1,689                            | 835         |
| Prepaid and other current assets   | 95                               | 525         |
| Other assets   | 62                               | 105         |
| Accounts payable   | 1,551                            | 138         |
| Accrued compensation   | (5,084)                          | (3,153)     |
| Other accrued liabilities  | (871)                            | 29          |
| Deferred revenue   | 464                              | (2,983)     |
| Proceeds from landlord for tenant improvements                               |                                  | 393         |
| Net cash used for operating activities                                       | (31,351)                         | (18,899)    |
| Cash flows from investing activities:  |                                  |             |
| Purchases of property and equipment  | (3,377)                          | (1,708)     |
| Net cash used for investing activities                                       | (3,377)                          | (1,708)     |
| Cash flows from financing activities:  |                                  |             |
| Proceeds from stock options exercised  | 4,462                            | 144         |
| Net cash provided by financing activities                                    | 4,462                            | 144         |
| Net change in cash and cash equivalents                                      | (30,266)                         | (20,463)    |
| Cash and cash equivalents, beginning balance                                 | 278,109                          | 142,261     |
| Cash and cash equivalents, ending balance                                    | \$ 247,843                       | \$ 121,798  |

The accompanying notes are an integral part of the consolidated financial statements.



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IMMUNOGEN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

**A. Summary of Significant Accounting Policies**

*Basis of Presentation*

The accompanying unaudited consolidated financial statements at September 30, 2015 and June 30, 2015 and for the three months ended September 30, 2015 and 2014 include the accounts of ImmunoGen, Inc., or the Company, and its wholly owned subsidiaries, ImmunoGen Securities Corp., ImmunoGen Europe Limited and Hurricane, LLC. The consolidated financial statements include all of the adjustments, consisting only of normal recurring adjustments, which management considers necessary for a fair presentation of the Company's financial position in accordance with accounting principles generally accepted in the U.S. for interim financial information. The June 30, 2015 condensed consolidated balance sheet data presented for comparative purposes was derived from our audited financial statements but certain information and footnote disclosures normally included in the Company's annual financial statements have been condensed or omitted. The preparation of interim financial statements requires the use of management's estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the interim financial statements and the reported amounts of revenues and expenditures during the reported periods. The results of the interim periods are not necessarily indicative of the results for the entire year. Accordingly, the interim financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended June 30, 2015.

*Subsequent Events*

The Company has evaluated all events or transactions that occurred after September 30, 2015 up through the date the Company issued these financial statements. In October 2015, Sanofi initiated Phase I, first-in-human clinical testing of its ADC product candidate, SAR428926, triggering a \$2 million development milestone payment to the Company. The Company did not have any other material recognizable or unrecognizable subsequent events during this period.

*Revenue Recognition*

The Company enters into licensing and development agreements with collaborative partners for the development of monoclonal antibody-based anticancer therapeutics. The terms of these agreements contain multiple deliverables which may include (i) licenses, or options to obtain licenses, to the Company's antibody-drug conjugate, or ADC, technology, (ii) rights to future technological improvements, (iii) research activities to be performed on behalf of the collaborative partner, (iv) delivery of cytotoxic agents and (v) the manufacture of preclinical or clinical materials for the collaborative partner. Payments to the Company under these agreements may include upfront fees, option fees, exercise fees, payments for research activities, payments for the manufacture of preclinical or clinical materials, payments based upon the achievement of

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certain milestones and royalties on product sales. The Company follows the provisions of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 605-25, Revenue Recognition Multiple-Element Arrangements, and ASC Topic 605-28, Revenue Recognition-Milestone Method, in accounting for these agreements. In order to account for these agreements, the Company must identify the deliverables included within the agreement and evaluate which deliverables represent separate units of accounting based on if certain criteria are met, including whether the delivered element has stand-alone value to the collaborator. The consideration received is allocated among the separate units of accounting, and the applicable revenue recognition criteria are applied to each of the separate units.

At September 30, 2015, the Company had the following two types of agreements with the parties identified below:

- Development and commercialization licenses, which provide the party with the right to use the Company's ADC technology and/or certain other intellectual property to develop compounds to a specified antigen target:

Amgen (four exclusive single-target licenses<sup>(1)</sup>)

Bayer HealthCare (one exclusive single-target license)

Biotest (one exclusive single-target license)

Lilly (three exclusive single-target licenses)

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(1) Amgen has sublicensed one of its exclusive single-target licenses to Oxford BioTherapeutics Ltd.

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Novartis (five exclusive single-target licenses and one license to two related targets: one target on an exclusive basis and the second target on a non-exclusive basis)

Roche, through its Genentech unit (five exclusive single-target licenses)

Sanofi (one exclusive single-target license and one exclusive license to multiple individual targets)

- Research license/option agreement for a defined period of time to secure development and commercialization licenses to use the Company's ADC technology to develop anticancer compounds to specified targets on established terms (referred to herein as right-to-test agreements):

Sanofi

CytomX

Takeda, through its wholly owned subsidiary, Millennium Pharmaceuticals, Inc.

There are no performance, cancellation, termination or refund provisions in any of the arrangements that contain material financial consequences to the Company.

Development and Commercialization Licenses

The deliverables under a development and commercialization license agreement generally include the license to the Company's ADC technology with respect to a specified antigen target, and may also include deliverables related to rights to future technological improvements, research activities to be performed on behalf of the collaborative partner and the manufacture of preclinical or clinical materials for the collaborative partner.

Generally, development and commercialization licenses contain non-refundable terms for payments and, depending on the terms of the agreement, provide that the Company will (i) at the collaborator's request, provide research services at negotiated prices which are generally consistent with what other third parties would charge, (ii) at the collaborator's request, manufacture and provide to it preclinical and clinical materials or deliver cytotoxic agents at negotiated prices which are generally consistent with what other third parties would charge, (iii) earn

payments upon the achievement of certain milestones and (iv) earn royalty payments, generally until the later of the last applicable patent expiration or 10 to 12 years after product launch. In the case of Kadcyra, however, the minimum royalty term is 10 years and the maximum royalty term is 12 years on a country by country basis, regardless of patent protection. Royalty rates may vary over the royalty term depending on the Company's intellectual property rights and/or the presence of comparable competing products. The Company may provide technical assistance and share any technology improvements with its collaborators during the term of the collaboration agreements. The Company does not directly control when or whether any collaborator will request research or manufacturing services, achieve milestones or become liable for royalty payments. As a result, the Company cannot predict when or if it will recognize revenues in connection with any of the foregoing.

In determining the units of accounting, management evaluates whether the license has stand-alone value from the undelivered elements to the collaborative partner based on the consideration of the relevant facts and circumstances for each arrangement. Factors considered in this determination include the research capabilities of the partner and the availability of ADC technology research expertise in the general marketplace. If the Company concludes that the license has stand-alone value and therefore will be accounted for as a separate unit of accounting, the Company then determines the estimated selling prices of the license and all other units of accounting based on market conditions, similar arrangements entered into by third parties, and entity-specific factors such as the terms of the Company's previous collaborative agreements, recent preclinical and clinical testing results of therapeutic products that use the Company's ADC technology, the Company's pricing practices and pricing objectives, the likelihood that technological improvements will be made, and, if made, will be used by the Company's collaborators and the nature of the research services to be performed on behalf of its collaborators and market rates for similar services.

Upfront payments on development and commercialization licenses are deferred if facts and circumstances dictate that the license does not have stand-alone value. Prior to the adoption of Accounting Standards Update (ASU) No. 2009-13, Revenue Arrangements with Multiple Deliverables on July 1, 2010, the Company determined that its licenses lacked stand-alone value and were combined with other elements of the arrangement and any amounts associated with the license were deferred and amortized over a certain period, which the Company refers to as the Company's period of substantial involvement. The determination of the length of the period over which to defer revenue is subject to judgment and estimation and can have an impact on the amount of revenue recognized in a given period. Historically the Company's involvement with the development of a collaborator's product candidate has been significant at the early stages of development, and lessens as it progresses into clinical trials. Also, as a drug candidate gets closer

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to commencing pivotal testing the Company's collaborators have sought an alternative site to manufacture their products, as the Company's facility does not produce pivotal or commercial drug product. Accordingly, the Company generally estimates this period of substantial involvement to begin at the inception of the collaboration agreement and conclude at the end of non-pivotal Phase II testing. The Company believes this period of substantial involvement is, depending on the nature of the license, on average six and one-half years. Quarterly, the Company reassesses its periods of substantial involvement over which the Company amortizes its upfront license fees and makes adjustments as appropriate. In the event a collaborator elects to discontinue development of a specific product candidate under a development and commercialization license, but retains its right to use the Company's technology to develop an alternative product candidate to the same target or a target substitute, the Company would cease amortization of any remaining portion of the upfront fee until there is substantial preclinical activity on another product candidate and its remaining period of substantial involvement can be estimated. In the event that a development and commercialization license were to be terminated, the Company would recognize as revenue any portion of the upfront fee that had not previously been recorded as revenue, but was classified as deferred revenue, at the date of such termination.

Subsequent to the adoption of ASU No. 2009-13, the Company determined that its research licenses lack stand-alone value and are considered for aggregation with the other elements of the arrangement and accounted for as one unit of accounting.

Upfront payments on development and commercialization licenses may be recognized upon delivery of the license if facts and circumstances dictate that the license has stand-alone value from the undelivered elements, which generally include rights to future technological improvements, research services, delivery of cytotoxic agents and the manufacture of preclinical and clinical materials.

The Company recognizes revenue related to research services that represent separate units of accounting as they are performed, as long as there is persuasive evidence of an arrangement, the fee is fixed or determinable, and collection of the related receivable is probable. The Company recognizes revenue related to the rights to future technological improvements over the estimated term of the applicable license.

The Company may also provide cytotoxic agents to its collaborators or produce preclinical and clinical materials at negotiated prices which are generally consistent with what other third parties would charge. The Company recognizes revenue on cytotoxic agents and on preclinical and clinical materials when the materials have passed all quality testing required for collaborator acceptance and title and risk of loss have transferred to the collaborator. Arrangement consideration allocated to the manufacture of preclinical and clinical materials in a multiple-deliverable arrangement is below the Company's full cost, and the Company's full cost is not expected to ever be below its contract selling prices for its existing collaborations. During the three months ended September 30, 2015 and 2014, the difference between the Company's full cost to manufacture preclinical and clinical materials on behalf of its collaborators as compared to total amounts received from collaborators for the manufacture of preclinical and clinical materials was \$7.0 million and \$3.1 million, respectively. The majority of the Company's costs to produce these preclinical and clinical materials are fixed and then allocated to each batch based on the number of batches produced during the period. Therefore, the Company's costs to produce these materials are significantly impacted by the number of batches produced during the period. The volume of preclinical and clinical materials the Company produces is directly related to the number of clinical trials the Company and its collaborators are preparing for or currently have underway, the speed of enrollment in those trials, the dosage schedule of each clinical trial and the time period such trials last. Accordingly, the volume of preclinical and clinical materials produced, and therefore the Company's per-batch costs to manufacture these preclinical and clinical materials, may vary significantly from period to period.

The Company may also produce research material for potential collaborators under material transfer agreements. Additionally, the Company performs research activities, including developing antibody specific conjugation processes, on behalf of its collaborators and potential collaborators during the early evaluation and preclinical testing stages of drug development. The Company records amounts received for research materials produced or services performed as a component of research and development support revenue. The Company also develops conjugation processes for materials for later-stage testing and commercialization for certain collaborators. The Company is compensated at negotiated rates and may receive milestone payments for developing these processes which are recorded as a component of research and

development support revenue.

The Company's development and commercialization license agreements have milestone payments which for reporting purposes are aggregated into three categories: (i) development milestones, (ii) regulatory milestones, and (iii) sales milestones. Development milestones are typically payable when a product candidate initiates or advances into different clinical trial phases. Regulatory milestones are typically payable upon submission for marketing approval with the U.S. Food and Drug Administration, or FDA, or other countries' regulatory authorities or on receipt of actual marketing approvals for the compound or for additional indications. Sales milestones are typically payable when annual sales reach certain levels.

At the inception of each agreement that includes milestone payments, the Company evaluates whether each milestone is substantive and at risk to both parties on the basis of the contingent nature of the milestone. This evaluation includes an assessment of

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whether (a) the consideration is commensurate with either (1) the entity's performance to achieve the milestone, or (2) the enhancement of the value of the delivered item(s) as a result of a specific outcome resulting from the entity's performance to achieve the milestone, (b) the consideration relates solely to past performance and (c) the consideration is reasonable relative to all of the deliverables and payment terms within the arrangement. The Company evaluates factors such as the scientific, regulatory, commercial and other risks that must be overcome to achieve the respective milestone, the level of effort and investment required to achieve the respective milestone and whether the milestone consideration is reasonable relative to all deliverables and payment terms in the arrangement in making this assessment.

Non-refundable development and regulatory milestones that are expected to be achieved as a result of the Company's efforts during the period of substantial involvement are considered substantive and are recognized as revenue upon the achievement of the milestone, assuming all other revenue recognition criteria are met. Milestones that are not considered substantive because the Company does not contribute effort to the achievement of such milestones are generally achieved after the period of substantial involvement and are recognized as revenue upon achievement of the milestone, as there are no undelivered elements remaining and no continuing performance obligations, assuming all other revenue recognition criteria are met.

Under the Company's development and commercialization license agreements, the Company receives royalty payments based upon its licensee's net sales of covered products. Generally, under these agreements the Company is to receive royalty reports and payments from its licensee's approximately one quarter in arrears, that is, generally in the third month of the quarter after the licensee has sold the royalty-bearing product or products. The Company recognizes royalty revenues when it can reliably estimate such amounts and collectability is reasonably assured. As such, the Company generally recognizes royalty revenues in the quarter reported to the Company by its licensee's, or one quarter following the quarter in which sales by the Company's licensee's occurred.

Right-to-Test Agreements

The Company's right-to-test agreements provide collaborators the right to (a) test the Company's ADC technology for a defined period of time through a research, or right-to-test, license, (b) take options, for a defined period of time, to specified targets and (c) upon exercise of those options, secure or take licenses to develop and commercialize products for the specified targets on established terms. Under these agreements, fees may be due to the Company (i) at the inception of the arrangement (referred to as upfront fees or payments), (ii) upon taking an option with respect to a specific target (referred to as option fees or payments earned, if any, when the option is taken), (iii) upon the exercise of a previously taken option to acquire a development and commercialization license(s) (referred to as exercise fees or payments earned, if any, when the development and commercialization license is taken), or (iv) some combination of all of these fees.

The accounting for right-to-test agreements is dependent on the nature of the options granted to the collaborative partner. Options are considered substantive if, at the inception of a right-to-test agreement, the Company is at risk as to whether the collaborative partner will choose to exercise the options to secure development and commercialization licenses. Factors that are considered in evaluating whether options are substantive include the overall objective of the arrangement, the benefit the collaborator might obtain from the agreement without exercising the options, the cost to exercise the options relative to the total upfront consideration, and the additional financial commitments or economic penalties imposed on the collaborator as a result of exercising the options.

For right-to-test agreements where the options to secure development and commercialization licenses to the Company's ADC technology are considered substantive, the Company does not consider the development and commercialization licenses to be a deliverable at the inception of the agreement. For those right-to-test agreements entered into prior to the adoption of ASU No. 2009-13 where the options to secure development and commercialization licenses are considered substantive, the Company has deferred the upfront payments received and

recognizes this revenue over the period during which the collaborator could elect to take options for development and commercialization licenses. These periods are specific to each collaboration agreement. If a collaborator takes an option to acquire a development and commercialization license under these agreements, any substantive option fee is deferred and recognized over the life of the option, generally 12 to 18 months. If a collaborator exercises an option and takes a development and commercialization license to a specific target, the Company attributes the exercise fee to the development and commercialization license. Upon exercise of an option to acquire a development and commercialization license, the Company would also attribute any remaining deferred option fee to the development and commercialization license and apply the multiple-element revenue recognition criteria to the development and commercialization license and any other deliverables to determine the appropriate revenue recognition, which will be consistent with the Company's accounting policy for upfront payments on single-target licenses. In the event a right-to-test agreement were to be terminated, the Company would recognize as revenue any portion of the upfront fee that had not previously been recorded as revenue, but was classified as deferred revenue, at the date of such termination. None of the Company's right-to-test agreements entered into subsequent to the adoption of ASU No. 2009-13 has been determined to contain substantive options.

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For right-to-test agreements where the options to secure development and commercialization licenses to the Company's ADC technology are not considered substantive, the Company considers the development and commercialization licenses to be a deliverable at the inception of the agreement and applies the multiple-element revenue recognition criteria to determine the appropriate revenue recognition. None of the Company's right-to-test agreements entered into prior to the adoption of ASU No. 2009-13 has been determined to contain non-substantive options.

The Company does not directly control when or if any collaborator will exercise its options for development and commercialization licenses. As a result, the Company cannot predict when or if it will recognize revenues in connection with any of the foregoing.

*Financial Instruments and Concentration of Credit Risk*

Cash and cash equivalents are primarily maintained with three financial institutions in the U.S. Deposits with banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and, therefore, bear minimal risk. The Company's cash equivalents consist of money market funds with underlying investments primarily being U.S. Government issued securities and high quality, short term commercial paper. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, cash equivalents and marketable securities. The Company held no marketable securities as of September 30, 2015 and June 30, 2015. The Company's investment policy, approved by the Board of Directors, limits the amount it may invest in any one type of investment, thereby reducing credit risk concentrations.

*Cash and Cash Equivalents*

All highly liquid financial instruments with maturities of three months or less when purchased are considered cash equivalents. As of September 30, 2015 and June 30, 2015, the Company held \$247.8 million and \$278.1 million, respectively, in cash and money market funds consisting principally of U.S. Government-issued securities and high quality, short-term commercial paper which were classified as cash and cash equivalents.

*Fair Value of Financial Instruments*

Fair value is defined under ASC Topic 820, Fair Value Measurements and Disclosures, as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy to measure fair value which is based on three levels of inputs, of which the first two are considered observable and the last unobservable, as follows:

- Level 1 - Quoted prices in active markets for identical assets or liabilities.

- Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

As of September 30, 2015, the Company held certain assets that are required to be measured at fair value on a recurring basis. The following table represents the fair value hierarchy for the Company's financial assets measured at fair value on a recurring basis as of September 30, 2015 (in thousands):

|                  | Total      | Fair Value Measurements at September 30, 2015 Using                     |   |  |
|------------------|------------|---|---|--|
|                  |            | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Cash equivalents | \$ 240,643 | \$ 240,643  | \$  | \$   |

As of June 30, 2015, the Company held certain assets that are required to be measured at fair value on a recurring basis. The following table represents the fair value hierarchy for the Company's financial assets measured at fair value on a recurring basis as of June 30, 2015 (in thousands):

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|                  | Total      | Fair Value Measurements at June 30, 2015 Using                 |   | Significant Unobservable Inputs (Level 3) |
|------------------|------------|--|---|---|
|                  |            | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) |   |
| Cash equivalents | \$ 269,304 | \$ 269,304   | \$  | \$  |

The fair value of the Company's cash equivalents is based primarily on quoted prices from active markets.

*Unbilled Revenue*

The majority of the Company's unbilled revenue at September 30, 2015 and June 30, 2015 represents research funding earned prior to those dates based on actual resources utilized under the Company's agreements with various collaborators.

*Inventory*

Inventory costs relate to clinical trial materials being manufactured for sale to the Company's collaborators. Inventory is stated at the lower of cost or market as determined on a first-in, first-out (FIFO) basis.

Inventory at September 30, 2015 and June 30, 2015 is summarized below (in thousands):

|                 | September 30, 2015 | June 30, 2015 |
|-----------------|--------------------|---------------|
| Raw materials   | \$ 76              | \$ 279        |
| Work in process | 1,170              | 2,656         |
| Total           | \$ 1,246           | \$ 2,935      |

Raw materials inventory consists entirely of DM1 and DM4, proprietary cell-killing agents the Company developed as part of its ADC technology. The Company considers more than a twelve month supply of raw materials that is not supported by firm, fixed orders and/or projections from its collaborators to be excess and establishes a reserve to reduce to zero the value of any such excess raw material inventory with a corresponding charge to research and development expense. In accordance with this policy, the Company recorded no expense related to excess inventory during the three-month period ended September 30, 2015 and \$337,000 of expense during the three months ended September 30, 2014.

Work in process inventory consists of conjugate manufactured for sale to the Company's collaborators to be used in preclinical and clinical studies. All conjugate is made to order at the request of the collaborators and subject to the terms and conditions of respective supply

agreements. As such, no reserve for work in process inventory is required.

*Computation of Net Loss per Common Share*

Basic and diluted net loss per share is calculated based upon the weighted average number of common shares outstanding during the period. During periods of income, participating securities are allocated a proportional share of income determined by dividing total weighted average participating securities by the sum of the total weighted average common shares and participating securities (the two-class method). Shares of the Company's restricted stock participate in any dividends declared by the Company and are therefore considered to be participating securities. Participating securities have the effect of diluting both basic and diluted earnings per share during periods of income. During periods of loss, no loss is allocated to participating securities since they have no contractual obligation to share in the losses of the Company. Diluted (loss) income per share is computed after giving consideration to the dilutive effect of stock options and restricted stock that are outstanding during the period, except where such non-participating securities would be anti-dilutive.

|   | <b>Three Months Ended<br/>September 30,</b> |             |
|---|---|-------------|
|   | <b>2015</b>                                 | <b>2014</b> |
| Options outstanding to purchase common stock and unvested restricted stock (in thousands) | 11,494                                      | 10,564      |
| Common stock equivalents under treasury stock method                                      | 1,296                                       | 1,147       |

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The Company's common stock equivalents have not been included in any net loss per share calculation because their effect is anti-dilutive due to the Company's net loss position.

*Stock-Based Compensation*

As of September 30, 2015, the Company is authorized to grant future awards under one employee share-based compensation plan, which is the ImmunoGen, Inc. 2006 Employee, Director and Consultant Equity Incentive Plan, or the 2006 Plan. At the annual meeting of shareholders on November 11, 2014, an amendment to the 2006 Plan was approved and an additional 5,500,000 shares were authorized for issuance under this plan. As amended, the 2006 Plan provides for the issuance of Stock Grants, the grant of Options and the grant of Stock-Based Awards for up to 17,500,000 shares of the Company's common stock, as well as 1,676,599 shares of common stock which represent awards granted under the previous stock option plan, the ImmunoGen, Inc. Restated Stock Option Plan, or the Former Plan, that were forfeited, expired or were cancelled without delivery of shares of common stock or which resulted in the forfeiture of shares of common stock back to the Company between November 11, 2006 and June 30, 2014. Option awards are granted with an exercise price equal to the market price of the Company's stock at the date of grant. Options vest at various periods of up to four years and may be exercised within ten years of the date of grant.

The stock-based awards are accounted for under ASC Topic 718, Compensation - Stock Compensation. Pursuant to Topic 718, the estimated grant date fair value of awards is charged to the statement of operations and comprehensive loss over the requisite service period, which is the vesting period. Such amounts have been reduced by an estimate of forfeitures of all unvested awards. The fair value of each stock option is estimated on the date of grant using the Black-Scholes option-pricing model with the assumptions noted in the following table. As the Company has not paid dividends since inception, nor does it expect to pay any dividends for the foreseeable future, the expected dividend yield assumption is zero. Expected volatility is based exclusively on historical volatility data of the Company's stock. The expected term of stock options granted is based exclusively on historical data and represents the period of time that stock options granted are expected to be outstanding. The expected term is calculated for and applied to one group of stock options as the Company does not expect substantially different exercise or post-vesting termination behavior among its option recipients. The risk-free rate of the stock options is based on the U.S. Treasury rate in effect at the time of grant for the expected term of the stock options.

|                         | Three Months Ended<br>September 30, |        |
|-------------------------|-------------------------------------|--------|
|                         | 2015                                | 2014   |
| Dividend                | None                                | None   |
| Volatility              | 67.07%                              | 60.44% |
| Risk-free interest rate | 1.89%                               | 1.88%  |
| Expected life (years)   | 6.3                                 | 6.3    |

Using the Black-Scholes option-pricing model, the weighted average grant date fair values of options granted during the three months ended September 30, 2015 and 2014 were \$10.31 and \$6.27 per share, respectively.

Stock compensation expense related to stock options and restricted stock awards granted under the 2006 Plan was \$5.7 million and \$5.3 million during the three months ended September 30, 2015 and 2014, respectively. As of September 30, 2015, the estimated fair value of unvested employee awards was \$35 million, net of estimated forfeitures. The weighted-average remaining vesting period for these awards is approximately two and a half years.

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During the three months ended September 30, 2015, holders of options issued under the Company's equity plans exercised their rights to acquire an aggregate of approximately 402,000 shares of common stock at prices ranging from \$3.19 to \$17.00 per share. The total proceeds to the Company from these option exercises were approximately \$4.5 million.

### *Segment Information*

During the three months ended September 30, 2015, the Company continued to operate in one operating segment which is the business of discovery of monoclonal antibody-based anticancer therapeutics.

The percentages of revenues recognized from significant customers of the Company in the three months ended September 30, 2015 and 2014 are included in the following table:

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| Collaborative Partner: | Three Months Ended<br>September 30, |      |
|------------------------|-------------------------------------|------|
|                        | 2015                                | 2014 |
| Biotest                | 16%                                 | 11%  |
| Lilly                  | 35%                                 | 3%   |
| Sanofi                 |                                     | 45%  |
| Roche                  | 38%                                 | 32%  |

There were no other customers of the Company with significant revenues in the three months ended September 30, 2015 and 2014.

*Recent Accounting Pronouncements*

In May 2014, the FASB issued Accounting Standards Update 2014-9, *Revenue from Contracts with Customers (Topic 606)* (ASU 2014-09), to clarify the principles for recognizing revenue. This update provides a comprehensive new revenue recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services. The original effective date would have required the Company to adopt beginning in its first quarter of fiscal 2018. In July 2015, the FASB voted to amend ASU 2014-09 by approving a one-year deferral of the effective date as well as providing the option to early adopt the standard on the original effective date. Accordingly, the Company may adopt the standard in either its first quarter of fiscal 2018 or 2019. The new revenue standard allows for either full retrospective or modified retrospective application. The Company is currently evaluating the timing of its adoption, the transition method to apply and the impact that this guidance will have on its consolidated financial statements and related disclosures.

In August 2014, the FASB issued Accounting Standards Update 2014-15, *Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. This new standard gives a company's management the final responsibilities to decide whether there's substantial doubt about the company's ability to continue as a going concern and to provide related footnote disclosures. The standard provides guidance to management, with principles and definitions that are intended to reduce diversity in the timing and content of disclosures that companies commonly provide in their footnotes. Under the new standard, management must decide whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the company's ability to continue as a going concern within one year after the date that the financial statements are issued, or within one year after the date that the financial statements are available to be issued when applicable. This guidance is effective for annual reporting beginning after December 15, 2016, including interim periods within the year of adoption, with early application permitted. Accordingly, the standard is effective for the Company on July 1, 2017. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

In April 2015, the FASB issued Accounting Standards Update 2015-03, *Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. To simplify presentation of debt issuance costs, this new standard requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by this update. This guidance is effective for annual reporting beginning after December 15, 2015, including interim periods within the year of adoption, and calls for retrospective application, with early application permitted. Accordingly, the standard is effective for the Company on July 1, 2016. The Company's consolidated balance sheet as of September 30, 2015 includes in assets \$5.3 million of debt issuance costs classified as deferred financing costs.



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In July 2015, the FASB issued Accounting Standards Update 2015-11, *Simplifying the Measurement of Inventory (Topic 330)*. To simplify the principles for subsequent measurement of inventory, this new standard requires inventory measured using any method other than LIFO or the retail method shall be measured at the lower of cost and net realizable value, rather than lower of cost or market. This guidance is effective for annual reporting beginning after December 15, 2016, including interim periods within the year of adoption, and calls for prospective application, with early application permitted. Accordingly, the standard is effective for the Company on July 1, 2017. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

**B. Collaborative Agreements**

*Lilly*

Eli Lilly and Company (Lilly) had the right to take three exclusive development and commercialization licenses under a right-to-test agreement established in December 2011, and took these licenses prior to the expiration of the agreement in December 2014. The Company received a \$20 million upfront payment in connection with the execution of the right-to-test agreement in 2011. Under the terms of this right-to-test agreement, the first license had no associated exercise fee, and the second and third licenses each had a \$2 million exercise fee. The first development and commercialization license was taken in August 2013 and the agreement was amended in December 2013 to provide Lilly with an extension provision and retrospectively include a \$2 million exercise fee for the first license in lieu of the fee due for either the second or third license. The second and third licenses were taken in December 2014, with one including the \$2 million exercise fee and the other not. Under the two licenses with the \$2 million exercise fee, the Company is entitled to receive up to a total of \$199 million in milestone payments, plus royalties on the commercial sales of any resulting products. Under the license taken in December 2014 without the exercise fee, the Company is entitled to receive up to a total of \$200.5 million in milestone payments, plus royalties on the commercial sales of any resulting products. The total milestones are categorized as follows: development milestones \$29 million for the two development and commercialization licenses with the \$2 million exercise fee, and \$30.5 million for the one development and commercialization license with no exercise fee; regulatory milestones \$70 million in all cases; and sales milestones \$100 million in all cases.

In September 2015, Lilly initiated Phase I, first-in-human clinical testing of its ADC product candidate, LY3076226, triggering a \$5 million milestone payment to the Company which is included in license and milestone fee revenue for the three months ended September 30, 2015. The next payment the Company could receive would be either a \$9 million milestone for commencement of a Phase II clinical trial under this license or a \$5 million development milestone payment with the commencement of a Phase I clinical trial under either of its other two licenses. At the time of execution of this agreement, there was significant uncertainty as to whether these milestones would be achieved. In consideration of this, as well as the Company's expected involvement in the research and manufacturing of these product candidates, these milestones were deemed substantive. The Company also is entitled to receive payments for delivery of cytotoxic agents to Lilly and research and development activities performed on behalf of Lilly. Lilly is responsible for the manufacturing, product development and marketing of any products resulting from this collaboration.

*Amgen*

Under a now-expired right-to-test agreement, in September 2009, November 2009 and December 2012, Amgen took three exclusive development and commercialization licenses, for which the Company received an exercise fee of \$1 million for each license taken. In May 2013, Amgen took one non-exclusive development and commercialization license, for which the Company received an exercise fee of \$500,000. In October 2013, the non-exclusive license was amended and converted to an exclusive license, for which Amgen paid an additional \$500,000 fee to the Company. Amgen has sublicensed its rights under this license to Oxford BioTherapeutics Ltd. For each development and commercialization license taken, the Company is entitled to receive up to a total of \$34 million in milestone payments, plus royalties on the commercial sales of any resulting products. The total milestones per license are categorized as follows: development milestones \$9 million; regulatory milestones \$20 million; and sales milestones \$5 million. Amgen (or its sublicensee(s)) is responsible for the manufacturing, product development and marketing of any products resulting from these development and commercialization licenses.

In September 2015, the IND application for its third ADC product candidate became effective, triggering a \$1 million milestone payment to the Company which is included in license and milestone fee revenue for the three months ended September 30, 2015. In November 2011, the IND applications to the FDA for its product candidates AMG 595 and AMG 172 became effective, which triggered two \$1 million milestone payments to the Company. The next potential milestone the Company will be entitled to receive under these three licenses will be a development milestone for the first dosing of a patient in a Phase II clinical trial, which will result in a \$3 million payment being due. The next potential milestone the Company will be entitled to receive under the May 2013 license will be a \$1 million development milestone for an IND becoming effective. At the time of execution of each of these development and commercialization licenses, there was significant uncertainty as to whether these milestones would be achieved. In consideration of this, as well as the Company's past involvement in the research and manufacturing of these product candidates, these milestones were deemed substantive.

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*Sanofi*

In July 2003, the Company entered into a broad collaboration agreement with Sanofi (formerly Aventis) to discover, develop and commercialize antibody-based products. The collaboration agreement provides Sanofi with worldwide development and commercialization rights to new antibody-based products directed to targets that are included in the collaboration, including the exclusive right to use the Company's maytansinoid ADC technology in the creation of products developed to these targets. The product candidates (targets) as of September 30, 2015 in the collaboration include SAR650984 (CD38), SAR566658 (CA6), SAR408701 (CEACAM5) and one earlier-stage compound that has yet to be disclosed.

We are entitled to receive milestone payments potentially totaling \$21.5 million, per target, plus royalties on the commercial sales of any resulting products. The total milestones are categorized as follows: development milestones \$7.5 million; and regulatory milestones \$14 million. Through September 30, 2015, the Company has received and recognized an aggregate of \$20.5 million in milestone payments for compounds covered under this agreement now or in the past, including a \$3 million development milestone related to initiation of a Phase IIb clinical trial (as defined in the agreement) for SAR650984 and a \$1 million development milestone related to initiation of a Phase I clinical trial for SAR408701 which are included in license and milestone fee revenue for the three months ended September 30, 2014.

In December 2006, we entered into a right-to-test agreement with Sanofi. The agreement provides Sanofi with the right to (a) test the Company's maytansinoid ADC technology with Sanofi's antibodies to targets under a right-to-test, or research, license, (b) take exclusive options, with certain restrictions, to specified targets for specified option periods and (c) upon exercise of those options, take exclusive licenses to use the Company's maytansinoid ADC technology to develop and commercialize products directed to the specified targets on terms agreed upon at the inception of the right-to-test agreement. Sanofi no longer has the right to take additional options under the agreement, although multiple outstanding options remain in effect for the remainder of their respective option periods. For each development and commercialization license taken, the Company is entitled to receive an exercise fee of \$2 million and up to a total of \$30 million in milestone payments, plus royalties on the commercial sales of any resulting products. The total milestones are categorized as follows: development milestones \$10 million; and regulatory milestones \$20 million.

In December 2013, Sanofi took its first exclusive development and commercialization license under the right-to-test agreement, for which the Company received an exercise fee of \$2 million and was recognizing this amount as revenue ratably over the Company's estimated period of its substantial involvement. The Company had previously estimated this development period would conclude at the end of non-pivotal Phase II testing. During the first quarter of fiscal 2015, the Company determined it will not be substantially involved in the development and commercialization of the product based on Sanofi's current plans to develop and manufacture the product without the Company's assistance. As a result of this determination, we recognized the balance of the upfront exercise fee during the prior period. This change in estimate resulted in an increase to license and milestone fees of \$1.7 million for the three months ended September 30, 2014 compared to amounts that would have been recognized pursuant to the Company's previous estimate.

Pursuant to the license agreement noted above, in October 2015, Sanofi initiated Phase I, first-in-human clinical testing of its ADC product candidate, SAR428926, triggering a \$2 million development milestone payment to the Company. The next milestone payment the Company could receive would be a \$4 million development milestone for commencement of a Phase IIb clinical trial (as defined in the agreement) under this license. At the time of execution of this agreement, there was significant uncertainty as to whether these milestones would be achieved. In consideration of this, as well as the Company's past involvement in the research and manufacturing of Sanofi's product candidates, these milestones were deemed substantive.

For additional information related to these agreements, as well as the Company's other significant collaborative agreements, please read Note C, *Agreements* to our consolidated financial statements included within the Company's 2015 Form 10-K.

**C. Liability Related to Sale of Future Royalties**

In April 2015, Immunity Royalty Holdings, L.P. (IRH) purchased the right to receive 100% of the royalty payments on commercial sales of Kadcyla arising under the Company's development and commercialization license with Genentech, until IRH has received aggregate royalties equal to \$235 million or \$260 million, depending on when the aggregate royalties received by IRH reach a specified milestone. Once the applicable threshold is met, if ever, the Company will thereafter receive 85% and IRH will receive 15% of the Kadcyla royalties for the remaining royalty term. At consummation of the transaction in April 2015, the Company received cash proceeds of \$200 million. As part of this sale, the Company incurred \$5.9 million of transaction costs, which are presented in the accompanying consolidated balance sheet as deferred financing costs and will be amortized to interest expense over the estimated life of the royalty purchase agreement. Although the Company sold its rights to receive royalties from the sales of Kadcyla, as a result of its ongoing involvement in the cash flows related to these royalties, the Company will continue to account for these royalties as revenue and recorded the \$200 million in proceeds from this transaction as a liability related to sale of future

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royalties (Royalty Obligation) that will be amortized using the interest method over the estimated life of the royalty purchase agreement.

The following table shows the activity within the liability account during the three-month period ended September 30, 2015 (in thousands):

|   | <b>Period from<br/>June 30, 2015 to<br/>September 30,<br/>2015</b> |
|---|--|
| Liability related to sale of future royalties beginning balance | \$ 199,662   |
| Non-cash Kadcyła royalty revenue                                | (5,684)  |
| Non-cash interest expense recognized                            | 4,851  |
| Liability related to sale of future royalties ending balance    | \$ 198,829   |

As royalties are remitted to IRH, the balance of the Royalty Obligation will be effectively repaid over the life of the agreement. In order to determine the amortization of the Royalty Obligation, the Company is required to estimate the total amount of future royalty payments to be received and remitted to IRH as noted above over the life of the agreement. The sum of these amounts less the \$200 million proceeds the Company received will be recorded as interest expense over the life of the Royalty Obligation. Since inception, the Company's estimate of this total interest expense resulted in an effective annual interest rate of 9.8%. The Company periodically assesses the estimated royalty payments to IRH and to the extent such payments are greater or less than its initial estimates, or the timing of such payments is materially different than its original estimates, the Company will prospectively adjust the amortization of the Royalty Obligation. There are a number of factors that could materially affect the amount and timing of royalty payments from Genentech, most of which are not within the Company's control. Such factors include, but are not limited to, changing standards of care, the introduction of competing products, manufacturing or other delays, biosimilar competition, patent protection, adverse events that result in governmental health authority imposed restrictions on the use of the drug products, significant changes in foreign exchange rates as the royalties remitted to IRH are made in U.S. dollars (USD) while significant portions of the underlying sales of Kadcyła are made in currencies other than USD, and other events or circumstances that could result in reduced royalty payments from Kadcyła, all of which would result in a reduction of non-cash royalty revenues and the non-cash interest expense over the life of the Royalty Obligation. Conversely, if sales of Kadcyła are more than expected, the non-cash royalty revenues and the non-cash interest expense recorded by the Company would be greater over the term of the Royalty Obligation.

In addition, the royalty purchase agreement grants IRH the right to receive certain reports and other information relating to the royalties and contains other representations and warranties, covenants and indemnification obligations that are customary for a transaction of this nature.

**D. Capital Stock***2001 Non-Employee Director Stock Plan*

During the three months ended September 30, 2015, the Company recorded approximately (\$30,000) in expense reduction, respectively, related to stock units outstanding under the Company's 2001 Non-Employee Director Stock Plan, or the 2001 Plan, compared to (\$8,000) in expense reduction recorded during the three months ended September 30, 2014.

The value of the stock units are classified as a liability and adjusted to market value at each reporting period as the redemption amount of stock units for this plan will be paid in cash. No stock units have been issued under the 2001 Plan subsequent to June 30, 2004.

*Compensation Policy for Non-Employee Directors*

On November 12, 2013, the Board amended the Compensation Policy for Non-Employee Directors to make certain changes to the compensation of its non-employee directors, including an increase in the fees paid in cash to the non-employee directors. Under the terms of the amended policy, the redemption amount of deferred share units issued will continue to be paid in shares of common stock of the Company on the date a director ceases to be a member of the Board. Annual retainers vest quarterly over approximately one year from the date of grant, contingent upon the individual remaining a director of ImmunoGen as of each vesting date. The number of deferred share units awarded is now fixed per the plan on the date of the award and is no longer based on the market price of the Company's common stock on the date of the award. All unvested deferred stock awards will automatically vest immediately prior to the occurrence of a change of control.

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In addition to the deferred share units, the Non-Employee Directors are also entitled to receive a fixed number of stock options determined using the Black-Scholes option pricing model measured on the date of grant, which would be the date of the annual meeting of shareholders. These options vest quarterly over approximately one year from the date of grant. Any new directors will receive a pro-rated award, depending on their date of election to the Board. The directors received a total of 80,000 stock options in each fiscal year 2015 and 2014, and the related compensation expense for the three months ended September 30, 2015 and 2014 is included in the amounts discussed in the Stock-Based Compensation section of footnote A above.

During the three months ended September 30, 2015, the Company recorded approximately \$82,000 in compensation expense, respectively, related to deferred share units issued and outstanding under the Company's Compensation Policy for Non-Employee Directors, compared to \$118,000 in compensation expense recorded during the three months ended September 30, 2014.

**E. Commitments and Contingencies**

*Leases*

Effective July 27, 2007, the Company entered into a lease agreement with Intercontinental Fund III for the rental of approximately 89,000 square feet of laboratory and office space at 830 Winter Street, Waltham, MA through March 2020. The Company uses this space for its corporate headquarters and other operations. In December 2013, the Company modified its lease agreement at 830 Winter Street, Waltham, MA to include approximately 19,000 square feet of additional office space through 2020, concurrent with the remainder of the original lease term. As part of the lease amendment, the Company received a construction allowance of approximately \$746,000 to build out office space to the Company's specifications. The Company obtained physical control of the additional space to begin construction in January 2014. In April, 2014, the Company again modified its lease agreement at this site to extend the lease to 2026. The Company may extend the lease for two additional terms of five years. As part of this lease amendment, the Company received a construction allowance of approximately \$1.1 million to build out office space to the Company's specifications. The Company is required to pay certain operating expenses for the leased premises subject to escalation charges for certain expense increases over a base amount.

The Company also leases manufacturing and office space at 333 Providence Highway, Norwood, MA under an agreement through 2018 with an option to extend the lease for an additional term of five years. The Company is required to pay certain operating expenses for the leased premises subject to escalation charges for certain expense increases over a base amount.

Effective April 2013, the Company entered into a lease agreement with River Ridge Limited Partnership for the rental of 7,507 square feet of additional office space at 100 River Ridge Drive, Norwood, MA. The initial term of the lease is for five years and two months commencing in July 2013 with an option for the Company to extend the lease for an additional term of five years. The Company is required to pay certain operating expenses for the leased premises subject to escalation charges for certain expense increases over a base amount. The Company entered into a sublease in December 2014 for this space, effective January 2015 through July 2018.

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The minimum rental commitments for the Company's facilities, including real estate taxes and other expenses, for the next five fiscal years and thereafter under the non-cancelable operating lease agreements discussed above are as follows (in thousands):

|   |    |        |
|---|----|--------|
| 2016 (nine months remaining)                | \$ | 5,519  |
| 2017  |    | 7,147  |
| 2018  |    | 7,253  |
| 2019  |    | 6,441  |
| 2020  |    | 6,423  |
| Thereafter                                  |    | 38,857 |
| Total minimum lease payments                | \$ | 71,640 |
| Total minimum rental payments from sublease |    | (340)  |
| Total minimum lease payments, net           | \$ | 71,300 |

There are no obligations under capital leases as of September 30, 2015, as all of the capital leases were single payment obligations which have all been made.

### *Collaborations*

The Company is contractually obligated to make potential future success-based development, regulatory or sales milestone payments in conjunction with certain collaborative agreements. These payments are contingent upon the occurrence of certain future

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events and, given the nature of these events, it is unclear when, if ever, the Company may be required to pay such amounts. Further, the timing of any future payment is not reasonably estimable. As of September 30, 2015, the maximum amount that may be payable in the future under the Company's current collaborative agreements is \$162 million, \$1.4 million of which is reimbursable by a third party under a separate agreement.

**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**OVERVIEW**

Since our inception, we have been principally engaged in the development of novel, antibody-drug conjugates, or ADCs, for the treatment of cancer using our expertise in cancer biology, monoclonal antibodies, highly potent cytotoxic, or cell-killing, agents, and the design of linkers that enable these agents to remain stably attached to the antibodies while in the blood stream and released in their fully active form after delivery to a cancer cell. An anticancer compound made using our ADC technology consists of a monoclonal antibody that binds specifically to an antigen target found on the surface of cancer cells with one of our proprietary cell-killing agents attached to the antibody using one of our engineered linkers. Its antibody component enables an ADC compound to bind specifically to cancer cells that express its target antigen, the highly potent cytotoxic agent serves to kill the cancer cell, and the engineered linker controls the release and activation of the cytotoxic agent inside the cancer cell. With some ADC compounds, the antibody component also has anticancer activity of its own. Our ADC technology is designed to enable the creation of highly effective, well-tolerated anticancer products. All of the ADC compounds currently in clinical testing contain either DM1 or DM4 as the cytotoxic agent. Both DM1 and DM4, collectively DMx, are our proprietary derivatives of a cytotoxic agent called maytansine. We also have developed agents we call IGNs, one of which, DGN462, is used in our preclinical compound IMGN779.

We use our proprietary ADC technology in conjunction with our in-house antibody expertise to develop our own anticancer product candidates. We also enter into agreements that enable companies to use our ADC technology to develop and commercialize product candidates to specified targets. Under the terms of our agreements, we are generally entitled to upfront fees, milestone payments, and royalties on any commercial product sales. In addition, under certain agreements we are compensated for research and development activities performed at our collaborative partner's request at negotiated prices which are generally consistent with what other third parties would charge. We are compensated to manufacture preclinical and clinical materials and deliver cytotoxic agent material at negotiated prices which are generally consistent with what other third parties would charge. Currently, our partners include Amgen, Bayer HealthCare, Biotest, Lilly, Novartis, Roche, Sanofi and Takeda. We also have a research agreement with CytomX Therapeutics that allows each company to develop antibody-drug conjugates against a specified number of cancer targets using CytomX's Probody antibody masking technology with our payload agents and engineered linkers. We expect that substantially all of our revenue for the foreseeable future will result from payments under our collaborative arrangements. Details for all of our significant agreements can be found in our 2015 Annual Report on Form 10-K.

*Roche* In May 2000, we granted Genentech, now a unit of Roche, an exclusive license to use our maytansinoid ADC technology with antibodies, such as trastuzumab, or other proteins that target HER2. Pursuant to this agreement, Roche developed and received marketing approval for its HER2-targeting ADC compound, Kadcyla, in the U.S., Europe, Japan and numerous other countries. We receive royalty reports and payments related to sales of Kadcyla from Roche one quarter in arrears. In accordance with our revenue recognition policy, \$5.7 million of non-cash royalties on net sales of Kadcyla for the three-month period ended June 30, 2015 were recorded and included in revenue for the three months ended September 30, 2015 and \$4.2 million of royalties on net sales of Kadcyla for the three-month period ended June 30, 2014 were included in royalty revenue for the three months ended September 30,

2014. In April 2015, we consummated a royalty purchase transaction see Liquidity and Capital Resources below for further details.

*Amgen* Under a now-expired right-to-test agreement, in December 2012, Amgen took an exclusive development and commercialization license, for which the Company received an exercise fee of \$1 million. The Company is also entitled to receive up to a total of \$34 million in milestone payments, plus royalties on the commercial sales of any resulting products from this license. The total milestones are categorized as follows: development milestones \$9 million; regulatory milestones \$20 million; and sales milestones \$5 million. In September 2015, the IND application for its third ADC product candidate under this license became effective, triggering a \$1 million milestone payment to us which is included in license and milestone fee revenue for the three months ended September 30, 2015.

*Sanofi* In July 2003, we entered into a broad collaboration agreement with Sanofi (formerly Aventis) to discover, develop and commercialize antibody-based products. The collaboration agreement provides Sanofi with worldwide development and commercialization rights to new antibody-based products directed to targets that are included in the collaboration, including the exclusive right to use our maytansinoid ADC technology in the creation of products developed to these targets. The product candidates (targets) as of September 30, 2015 in the collaboration include SAR650984 (CD38), SAR566658 (CA6), SAR408701 (CEACAM5) and one earlier-stage compound that has yet to be disclosed.

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We are entitled to receive milestone payments potentially totaling \$21.5 million, per target, payments, plus royalties on the commercial sales of any resulting products. The total milestones are categorized as follows: development milestones \$7.5 million; and regulatory milestones \$14 million. Through September 30, 2015, we have received and recognized an aggregate of \$20.5 million in milestone payments for compounds covered under this agreement now or in the past, including a \$3 million development milestone related to initiation of a Phase IIb clinical trial (as defined in the agreement) for SAR650984 and a \$1 million development milestone related to initiation of a Phase I clinical trial for SAR408701 which are included in license and milestone fee revenue for the three months ended September 30, 2014.

In December 2006, we entered into a right-to-test agreement with Sanofi. The agreement provides Sanofi with the right to (a) test our maytansinoid ADC technology with Sanofi's antibodies to targets under a right-to-test, or research, license, (b) take exclusive options, with certain restrictions, to specified targets for specified option periods and (c) upon exercise of those options, take exclusive licenses to use our maytansinoid ADC technology to develop and commercialize products directed to the specified targets on terms agreed upon at the inception of the right-to-test agreement. Sanofi no longer has the right to take additional options under the agreement, although multiple outstanding options remain in effect for the remainder of their respective option periods. For each development and commercialization license taken, we are entitled to receive an exercise fee of \$2 million and up to a total of \$30 million in milestone payments, plus royalties on the commercial sales of any resulting products. The total milestones are categorized as follows: development milestones \$10 million; and regulatory milestones \$20 million.

In December 2013, Sanofi took its first exclusive development and commercialization license under the right-to-test agreement, for which we received an exercise fee of \$2 million and was recognizing this amount as revenue ratably over our estimated period of its substantial involvement. We had previously estimated this development period would conclude at the end of non-pivotal Phase II testing. During the first quarter of fiscal 2015, we determined we will not be substantially involved in the development and commercialization of the product based on Sanofi's current plans to develop and manufacture the product without our assistance. As a result of this determination, we recognized the balance of the upfront exercise fee during the prior period. This change in estimate resulted in an increase to license and milestone fees of \$1.7 million for the three months ended September 30, 2014 compared to amounts that would have been recognized pursuant to our previous estimate.

Pursuant to the license agreement noted above, in October 2015, Sanofi initiated Phase I, first-in-human clinical testing of its ADC product candidate, SAR428926, triggering a \$2 million development milestone payment to us.

*Lilly* Under a now-expired right-to-test agreement executed in December 2011, Lilly has taken three exclusive development and commercialization licenses. We received a \$20 million upfront payment in connection with the execution of the right-to-test agreement, and for the first development and commercialization license taken in August 2013 and amended in December 2013, we received an exercise fee in the amount of \$2 million and are entitled to receive up to a total of \$199 million in milestone payments, plus royalties on the commercial sales of any resulting products. The second and third exclusive licenses were taken in December 2014, one of which we received an exercise fee in the amount of \$2 million and are entitled to receive up to a total of \$199 million in milestone payments, plus royalties on the commercial sales of any resulting products. For the third license taken in December 2014, for which we did not receive an exercise fee, we are entitled to receive up to a total of \$200.5 million in milestone payments, plus royalties on the commercial sales of any resulting products. The total milestones are categorized as follows: development milestones \$29 million for the two development and commercialization licenses with the \$2 million exercise fee, and \$30.5 million for the one development and commercialization license with no exercise fee; regulatory milestones \$70 million in all cases; and sales milestones \$100 million in all cases. In September 2015, Lilly began Phase I evaluation of one of their potential products which triggered a \$5 million milestone payment to us which is included in license and milestone fee revenue for the three months ended September 30, 2015.

To date, we have not generated revenues from commercial sales of internal products and we expect to incur significant operating losses for the foreseeable future. As of September 30, 2015, we had approximately \$247.8 million in cash and cash equivalents compared to \$278.1 million in cash and cash equivalents as of June 30, 2015.

We anticipate that future cash expenditures will be partially offset by collaboration-derived proceeds, including milestone payments and upfront fees. Accordingly, period-to-period operational results may fluctuate dramatically based upon the timing of receipt of the proceeds. We believe that our established collaborative agreements, while subject to specified milestone achievements, will provide funding to assist us in meeting obligations under our collaborative agreements while also assisting in providing funding for the development of internal product candidates and technologies. However, we can give no assurances that such collaborative agreement funding will, in fact, be realized in the time frames we expect, or at all. Should we or our partners not meet some or all of the terms and conditions of our various collaboration agreements, we may be required to secure alternative financing arrangements, find additional partners and/or defer or limit some or all of our research, development and/or clinical projects. However, we cannot provide assurance that any such opportunities presented by additional partners or alternative financing arrangements will be entirely available to us, if at all.

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*Critical Accounting Policies*

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the U.S. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to our collaborative agreements, clinical trial accruals, inventory and stock-based compensation. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates.

There were no significant changes to our critical accounting policies from those disclosed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

**RESULTS OF OPERATIONS**

*Comparison of Three Months ended September 30, 2015 and 2014*

*Revenues*

Our total revenues for the three months ended September 30, 2015 and 2014 were \$14.9 million and \$13.2 million, respectively. The \$1.7 million increase in revenues in the three months ended September 30, 2015 from the same period in the prior year is attributable to an increase in royalty revenue and clinical materials revenue, partially offset by a decrease in license and milestone fees, all of which are discussed below.

Revenues from license and milestone fees for the three months ended September 30, 2015 decreased \$164,000 to \$6.1 million from \$6.2 million in the same period ended September 30, 2014. Included in license and milestone fees for the three months ended September 30, 2015 is a \$5 million development milestone achieved under a license agreement with Lilly and a \$1 million development milestone achieved under a license agreement with Amgen. The amount of license and milestone fees we earn is directly related to the number of our collaborators, the collaborators' advancement of the product candidates, and the overall success in the clinical trials of the product candidates. As such, the amount of license and milestone fees may vary significantly from quarter to quarter and year to year. Total revenue from license and milestone fees recognized from each of our collaborative partners in the three-month periods ended September 30, 2015 and 2014 is included in the following table (in thousands):

| License and Milestone Fees | Three Months Ended September 30,<br>2015 | 2014 |
|----------------------------|--|------|
|----------------------------|--|------|

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| Collaborative Partner: |    |       |          |
|------------------------|----|-------|----------|
| Amgen                  | \$ | 1,004 | \$ 4     |
| Biotest                |    | 6     | 6        |
| Janssen                |    |       | 241      |
| Lilly                  |    | 5,006 | 6        |
| Novartis               |    | 45    | 45       |
| Sanofi                 |    | 9     | 5,932    |
| Total                  | \$ | 6,070 | \$ 6,234 |

Deferred revenue of \$41.7 million as of September 30, 2015 primarily represents consideration received from our collaborators pursuant to our license agreements, which we have yet to earn pursuant to our revenue recognition policy. Included within this amount is a \$20 million upfront payment received from Takeda during the prior year and \$13 million of non-cash consideration recorded in connection with our arrangement with CytomX during fiscal 2014.

Kadcyla is an ADC marketed product resulting from one of our development and commercialization licenses with Roche, through its Genentech unit. We receive royalty reports and payments related to sales of Kadcyla from Roche one quarter in arrears. In accordance with our revenue recognition policy, \$5.7 million of non-cash royalties on net sales of Kadcyla for the three-month period ended June 30, 2015 were recorded and included in revenue for the three months ended September 30, 2015 and \$4.2 million of

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royalties on net sales of Kadcyra for the three-month period ended June 30, 2014 is included in revenue for the three months ended September 30, 2014. We expect non-cash royalty revenue to increase in future periods as the underlying net sales of Kadcyra increase. In April 2015, we consummated a royalty purchase transaction – see Liquidity and Capital Resources below for further details.

Research and development support revenue was \$772,000 for the three months ended September 30, 2015 compared with \$776,000 for the three months ended September 30, 2014. These amounts primarily represent research funding earned based on actual resources utilized under our agreements with our collaborators shown in the table below. Also included in research and development support revenue are fees for developing antibody-specific conjugation processes on behalf of our collaborators and potential collaborators during the early evaluation and preclinical testing stages of drug development. The amount of research and development support revenue we earn is directly related to the number of our collaborators and potential collaborators, the stage of development of our collaborators' product candidates and the resources our collaborators allocate to the development effort. As such, the amount of research and development support revenue may vary widely from quarter to quarter and year to year. Total revenue recognized from research and development support from each of our collaborative partners in the three-month periods ended September 30, 2015 and 2014 is included in the following table (in thousands):

| Research and Development Support Collaborative Partner: | Three Months Ended September 30, |        |
|---|----------------------------------|--------|
|   | 2015                             | 2014   |
| Amgen   | \$ 30                            | \$ 19  |
| Biotest   | 151                              | 110    |
| Lilly   | 155                              | 409    |
| Novartis  | 31                               | 197    |
| Takeda  | 384                              |        |
| Other   | 21                               | 41     |
| Total   | \$ 772                           | \$ 776 |

Clinical materials revenue was \$2.3 million for the three months ended September 30, 2015 compared with \$2.0 million for the three months ended September 30, 2014. We are compensated at negotiated prices which are generally consistent with what other third-parties would charge. The amount of clinical materials revenue we earn, and the related cost of clinical materials charged to research and development expense, is directly related to the number of clinical trials our collaborators who use us to manufacture clinical materials are preparing or have underway, the speed of enrollment in those trials, the dosage schedule of each clinical trial and the time period, if any, during which patients in the trial receive clinical benefit from the clinical materials, and the demand our collaborators have for clinical-grade material for process development and analytical purposes. As such, the amount of clinical materials revenue and the related cost of clinical materials charged to research and development expense may vary significantly from quarter to quarter and year to year.

*Research and Development Expenses*

Our research and development expenses relate to (i) research to evaluate new targets and to develop and evaluate new antibodies, linkers and cytotoxic agents, (ii) preclinical testing of our own and, in certain instances, our collaborators' product candidates, and the cost of our own clinical trials, (iii) development related to clinical and commercial manufacturing processes and (iv) manufacturing operations which also includes raw materials.

Research and development expense for the three months ended September 30, 2015 increased \$7.1 million to \$35.1 million from \$28.0 million for the three months ended September 30, 2014. A more detailed discussion of research and development expense in the period follows.

We are unable to accurately estimate which potential product candidates, if any, will eventually move into our internal preclinical research program. We are unable to reliably estimate the costs to develop these products as a result of the uncertainties related to discovery research efforts as well as preclinical and clinical testing. Our decision to move a product candidate into the clinical development phase is predicated upon the results of preclinical tests. We cannot accurately predict which, if any, of the discovery stage product candidates will advance from preclinical testing and move into our internal clinical development program. The clinical trial and regulatory approval processes for our product candidates that have advanced or that we intend to advance to clinical testing are lengthy, expensive and uncertain in both timing and outcome. As a result, the pace and timing of the clinical development of our product candidates is highly uncertain and may not ever result in approved products. Completion dates and development costs will vary significantly for each product candidate and are difficult to predict. A variety of factors, many of which are outside our control, could cause or contribute to the prevention or delay of the successful completion of our clinical trials, or delay or prevent our obtaining necessary regulatory approvals. The costs to take a product through clinical trials are dependent upon, among other factors, the clinical indications, the timing, size and design of each clinical trial, the number of patients enrolled in each trial, and the speed at which patients are enrolled and treated. Product candidates may be found to be ineffective or to cause unacceptable side

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effects during clinical trials, may take longer to progress through clinical trials than anticipated, may fail to receive necessary regulatory approvals or may prove impractical to manufacture in commercial quantities at reasonable cost or with acceptable quality.

The lengthy process of securing FDA approvals for new drugs requires the expenditure of substantial resources. Any failure by us to obtain, or any delay in obtaining, regulatory approvals, would materially adversely affect our product development efforts and our business overall. Accordingly, we cannot currently estimate, with any degree of certainty, the amount of time or money that we will be required to expend in the future on our product candidates prior to their regulatory approval, if such approval is ever granted. As a result of these uncertainties surrounding the timing and outcome of our clinical trials, we are currently unable to estimate when, if ever, our product candidates that have advanced into clinical testing will generate revenues and cash flows.

We do not track our research and development costs by project. Since we use our research and development resources across multiple research and development projects, we manage our research and development expenses within each of the categories listed in the following table and described in more detail below (in thousands):

| Research and Development Expense       | Three Months Ended September 30, |           |
|--|----------------------------------|-----------|
|  | 2015                             | 2014      |
| Research                               | \$ 5,940                         | \$ 4,988  |
| Preclinical and Clinical Testing       | 15,498                           | 10,192    |
| Process and Product Development        | 2,693                            | 2,254     |
| Manufacturing Operations               | 11,001                           | 10,584    |
| Total Research and Development Expense | \$ 35,132                        | \$ 28,018 |

*Research:* Research includes expenses primarily associated with activities to identify and evaluate new targets and to develop and evaluate new antibodies, linkers and cytotoxic agents for our products and in support of our collaborators. Such expenses primarily include personnel, contract services, research licensing fees, facilities and lab supplies. Research expenses for the three months ended September 30, 2015 increased \$952,000 thousand compared to the three months ended September 30, 2014. This increase is principally due to an increase in salaries and related expenses driven primarily by increases in personnel. We expect research expenses for fiscal 2016 to be higher than fiscal 2015 due to increases in personnel.

*Preclinical and Clinical Testing:* Preclinical and clinical testing includes expenses related to preclinical testing of our own and, in certain instances, our collaborators' product candidates, regulatory activities, and the cost of our own clinical trials. Such expenses include personnel, patient enrollment at our clinical testing sites, consultant fees, contract services, and facility expenses. Preclinical and clinical testing expenses for the three months ended September 30, 2015 increased \$5.3 million to \$15.5 million compared to \$10.2 million for the three months ended September 30, 2014. This increase is primarily the result of an increase in contract service expense and clinical trial expense driven primarily by increased activities related to mirvetuximab ravtansine. We expect preclinical and clinical testing expenses for fiscal 2016 to be significantly higher than fiscal 2015 driven primarily by increased activities to advance our wholly owned product candidates, mirvetuximab ravtansine and IMG529, to Phase II clinical testing, as well as initiate Phase I clinical testing of IMG779.

*Process and Product Development:* Process and product development expenses include costs for development of clinical and commercial manufacturing processes for our own and collaborator compounds. Such expenses include the costs of personnel, contract services and facility expenses. For the three months ended September 30, 2015, total development expenses increased \$439,000 compared to the three months ended September 30, 2014. We expect process and product development expenses for fiscal 2016 to be significantly higher than fiscal 2015 due to increases in personnel to support internal and partner efforts.

*Manufacturing Operations:* Manufacturing operations expense includes costs to manufacture preclinical and clinical materials for our own and our collaborator's product candidates, and quality control and quality assurance activities and costs to support the operation and maintenance of our conjugate manufacturing facility. Such expenses include personnel, raw materials for our and our collaborators' preclinical studies and clinical trials, development costs with contract manufacturing organizations, manufacturing supplies, and facilities expense. For the three months ended September 30, 2015, manufacturing operations expense increased \$417,000 to \$11.0 million compared to \$10.6 million in the same period last year. The increase in the three months ended September 30, 2015 as compared to the three months ended September 30, 2014 is primarily the result of a decrease in costs capitalized into inventory due to a lesser number of manufactured batches of conjugated materials on behalf of our collaborators. We expect manufacturing operations expense for fiscal 2016 to be higher than fiscal 2015 due primarily to increased activities to advance our wholly owned product candidates.

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*General and Administrative Expenses*

General and administrative expenses for the three months ended September 30, 2015 increased \$1.2 million compared to the same period last year. This increase is primarily due to inflationary increases in salaries and related expenses and additional personnel. We expect general and administrative expenses for fiscal 2016 to be higher than fiscal 2015 due primarily to increased salaries and related expenses.

*Investment Income, net*

Investment income for the three months ended September 30, 2015 and 2014 was \$51,000 and \$8,000, respectively.

*Non-Cash Interest Expense on Liability Related to Sale of Future Royalty*

In April 2015, Immunity Royalty Holdings, L.P. (IRH) purchased our right to receive 100% of the royalty payments on commercial sales of Kadcyla arising under our development and commercialization license with Genentech, until IRH has received aggregate royalties equal to \$235 million or \$260 million, depending on when the aggregate royalties received by IRH reach a specified milestone. As described in Note C to our Consolidated Financial Statements, this royalty sale transaction has been recorded as a liability that amortizes over the estimated royalty payment period as Kadcyla royalties are remitted directly to the purchaser. We impute interest on the transaction and record interest expense at the effective interest rate, which we currently estimate to be 9.8%. There are a number of factors that could materially affect the estimated interest rate, in particular, the amount and timing of royalty payments from future net sales of Kadcyla, and we will assess this estimate on a periodic basis. As a result, future interest rates could differ significantly and any such change in interest rate will be adjusted prospectively.

*Other Expense, net*

Other expense, net for the three months ended September 30, 2015 and 2014 was \$38,000 and \$380,000, respectively. We incurred \$44,000 and \$381,000 in foreign currency exchange losses related to obligations with non-U.S. dollar-based suppliers and Euro cash balances maintained to fulfill them during the three months ended September 30, 2015 and 2014, respectively.

**LIQUIDITY AND CAPITAL RESOURCES**

|                           | September 30,<br>2015 | As of<br>June 30,<br>2015 |
|---------------------------|-----------------------|---------------------------|
|                           | (In thousands)        |                           |
| Cash and cash equivalents | \$ 247,843            | \$ 278,109                |

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Shareholders' equity 11,609 35,104

Three Months Ended September 30,  
2015 2014

|                                       | (In thousands) |             |
|---------------------------------------|----------------|-------------|
|                                       | 2015           | 2014        |
| Cash used for operating activities    | \$ (31,351)    | \$ (18,899) |
| Cash used for investing activities    | (3,377)        | (1,708)     |
| Cash provided by financing activities | 4,462          | 144         |

*Cash Flows*

We require cash to fund our operating expenses, including the advancement of our own clinical programs, and to make capital expenditures. Historically, we have funded our cash requirements primarily through equity financings in public markets and payments from our collaborators, including license fees, milestones, research funding and more recently, royalties. As of September 30, 2015, we had approximately \$247.8 million in cash and cash equivalents. Net cash used for operations was \$31.4 million and \$18.9 million for the three months ended September 30, 2015 and 2014, respectively. The principal use of cash for operating activities for both periods presented was to fund our net loss.

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Net cash used for investing activities was \$3.4 million and \$1.7 million for the three months ended September 30, 2015 and 2014, respectively, and represents cash outflows for capital expenditures, primarily for the purchase of new equipment and leasehold improvements.

Net cash provided by financing activities was \$4.5 million and \$144,000 for the three months ended September 30, 2015 and 2014, respectively, which represents proceeds from the exercise of approximately 402,000 and 25,000 stock options, respectively.

In March 2015, we entered into a royalty purchase agreement with Immunity Royalty Holdings, L.P., which became effective on April 3, 2015, pursuant to which Immunity Royalty Holdings purchased our right to receive 100% of the royalty payments on commercial sales of Kadcyla® arising under our License Agreement with Genentech, Inc. dated as of May 2, 2000, as amended, until Immunity Royalty Holdings has received aggregate Kadcyla royalties equal to \$235 million or \$260 million, depending on when the aggregate Kadcyla royalties received by Immunity Royalty Holdings reach a specified milestone. Once the applicable threshold is met, if ever, we will thereafter receive 85% and Immunity Royalty Holdings will receive 15% of the Kadcyla royalties for the remaining royalty term. At consummation of the transaction in April 2015, we received gross cash proceeds of \$200 million. The Company recorded these cash proceeds as a deferred royalty obligation liability which will be amortized over the expected royalty recovery period. As part of this transaction, the Company incurred approximately \$5.9 million in transaction costs.

We anticipate that our current capital resources and expected future collaborator payments under existing collaborations will enable us to meet our operational expenses and capital expenditures through fiscal year 2017. However, we cannot provide assurance that such future collaborative agreement funding will, in fact, be received. Should we or our partners not meet some or all of the terms and conditions of our various collaboration agreements, we may be required to pursue additional strategic partners, secure alternative financing arrangements, and/or defer or limit some or all of our research, development and/or clinical projects.

*Contractual Obligations*

There have been no material changes to our contractual obligations during the current period from those disclosed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

*Recent Accounting Pronouncements*

In May 2014, the FASB issued Accounting Standards Update 2014-9, *Revenue from Contracts with Customers (Topic 606)*, to clarify the principles for recognizing revenue. This update provides a comprehensive new revenue recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services. The original effective date would have required us to adopt beginning in our first quarter of fiscal 2018. In July 2015, the FASB voted to amend ASU 2014-09 by approving a one-year deferral of the effective date as well as providing the option to early adopt the standard on the original effective date. Accordingly, the Company may adopt the standard in either its first quarter of fiscal 2018 or 2019. The new revenue standard allows for either full retrospective or modified retrospective application. We are currently evaluating the timing of its adoption, the transition method to apply and the impact that this guidance will have on our financial statements and related disclosures.

In August 2014, the FASB issued Accounting Standards Update 2014-15, *Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. This new standard gives a company's management the final responsibilities to decide whether there's substantial doubt about the company's ability to continue as a going concern and to provide related footnote disclosures. The standard provides guidance to management, with principles and definitions that are intended to reduce diversity in the timing and content of disclosures that companies commonly provide in their footnotes. Under the new standard, management must decide whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the company's ability to continue as a going concern within one year after the date that the financial statements are issued, or within one year after the date that the financial statements are available to be issued when applicable. This guidance is effective for annual reporting beginning after December 15, 2016, including interim periods within the year of adoption, with early application permitted. Accordingly, the standard is effective for us on July 1, 2017. The adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

In April 2015, the FASB issued Accounting Standards Update 2015-03, *Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. To simplify presentation of debt issuance costs, this new standard requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by this update. This guidance is effective for annual reporting beginning after December 15, 2015, including interim periods within the year of adoption, and calls for retrospective application, with early application permitted. Accordingly, the standard is effective for us on July 1, 2016. Our consolidated balance sheet as of September 30, 2015 includes in assets \$5.3 million of debt issuance costs classified as deferred financing costs.

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*Forward-Looking Statements*

This quarterly report includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to analyses and other information which are based on forecasts of future results and estimates of amounts that are not yet determinable. These statements also relate to our future prospects, developments and business strategies.

These forward-looking statements can be identified by their use of terms and phrases, such as anticipate, believe, could, estimate, expect, in, may, plan, predict, project, will and other similar terms and phrases, including references to assumptions. They may also use words such as would, should, could or may. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from those contemplated by our forward-looking statements. These known and unknown risks, uncertainties and other factors are described in detail in the Risk Factors section and in other sections of this Annual Report on Form 10-K for the year ended June 30, 2015. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

*Kadcyla® is a registered trademark of Genentech, Inc., a member of the Roche Group.*

*Probody is a trademark of CytomX Therapeutics, Inc.*

**OFF-BALANCE SHEET ARRANGEMENTS**

None.

**ITEM 3. *Quantitative and Qualitative Disclosure about Market Risk***

Our market risks, and the ways we manage them, are summarized in Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk of our Annual Report on Form 10-K for the fiscal year ended June 30, 2015. Since then there have been no material changes to our market risks or to our management of such risks.

**ITEM 4. *Controls and Procedures***

(a) *Disclosure Controls and Procedures*

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The Company's management, with the participation of its principal executive officer and principal financial officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, the Company's principal executive officer and principal financial officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were adequate and effective.

### (b) *Changes in Internal Controls*

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1A. *Risk Factors*

You should carefully review and consider the information regarding certain factors that could materially affect our business, financial condition or future results set forth under Item 1A. (Risk Factors) in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015. There have been no material changes from the factors disclosed in our 2015 Annual Report on Form 10-K, although we may disclose changes to such factors or disclose additional factors from time to time in our future filings with the Securities and Exchange Commission.

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**ITEM 6.            *Exhibits***

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 31.1               | Certification of Principal Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.                                  |
| 31.2               | Certification of Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.                                  |
| 32                 | Certifications of Principal Executive Officer and Principal Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS            | XBRL Instance Document   |
| 101.SCH            | XBRL Taxonomy Extension Schema   |
| 101.CAL            | XBRL Taxonomy Extension Calculation Linkbase   |
| 101.DEF            | XBRL Taxonomy Extension Definition Linkbase  |
| 101.LAB            | XBRL Taxonomy Extension Label Linkbase   |
| 101.PRE            | XBRL Taxonomy Extension Presentation Linkbase  |

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*Furnished, not filed.*

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**ImmunoGen, Inc.**

Date: October 30, 2015

By: /s/ Daniel M. Junius  
Daniel M. Junius  
President, Chief Executive Officer (Principal  
Executive Officer)

Date: October 30, 2015

By: /s/ David B. Johnston  
David B. Johnston  
Executive Vice President, Chief Financial Officer  
(Principal Financial and Accounting Officer)