

IMMUNOGEN INC  
Form SC 13G/A  
February 14, 2018

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 1 )\*

ImmunoGen,  
Inc.  
(Name of  
Issuer)

Common Stock,  
par value \$0.01  
per share  
(Title of Class  
of Securities)

45253H101  
(CUSIP  
Number)

December 31,  
2017  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAME OF REPORTING PERSON
<b>1</b>	Polygon Convertible Opportunity Master Fund
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Cayman Islands
	SOLE VOTING POWER
<b>5</b>	
	0 SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	50 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>7</b>	
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
	50 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50 shares of Common  
Stock  
CHECK BOX  
IF THE  
AGGREGATE  
10 AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)  
  
0.0%  
12 TYPE OF  
REPORTING  
PERSON  
  
OO

<b>1</b>	NAME OF REPORTING PERSON
	Polygon Management Ltd.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Cayman Islands
<b>5</b>	SOLE VOTING POWER
	0 SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
<b>7</b>	50 shares of Common Stock SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
	50 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

50 shares of Common  
Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

0.0%

TYPE OF

REPORTING

**12**

PERSON

OO

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Polygon Global Partners LP CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	50 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	50 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

50 shares of Common  
Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

0.0%

TYPE OF

REPORTING

**12**

PERSON

PN



<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Polygon Global Partners LLP CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	United Kingdom
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	50 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	50 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

50 shares of Common  
Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

0.0%

TYPE OF

REPORTING

PERSON

PN

10

11

12

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	TFG Asset Management L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Cayman Islands
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	50 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	50 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

50 shares of Common  
Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

0.0%

TYPE OF

REPORTING

PERSON

IA; PN

10

11

12

<b>1</b>	NAME OF REPORTING PERSON
	Patrick G. G. Dear
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United Kingdom
<b>5</b>	SOLE VOTING POWER
	0 SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	50 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
	50 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 50 shares of Common  
Stock  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)  
0.0%  
12 TYPE OF  
REPORTING  
PERSON  
IN

<b>1</b>	NAME OF REPORTING PERSON
	Reade E. Griffith
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United Kingdom
<b>5</b>	SOLE VOTING POWER
	0
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	50 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
	0
<b>8</b>	SHARED DISPOSITIVE POWER
	50 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 50 shares of Common  
Stock  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)  
  
0.0%  
12 TYPE OF  
REPORTING  
PERSON  
  
IN



**Item 1.**

**(a) NAME OF ISSUER**

ImmunoGen, Inc. (the "Issuer").

**(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

830 Winter Street  
Waltham, MA 02451

**Item 2. (a) NAME OF PERSON FILING**

**(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

**(c) CITIZENSHIP**

This Schedule 13G is filed on behalf of the following persons and entities (collectively, the "Reporting Persons").

Polygon Convertible Opportunity Master Fund (the "Master Fund")

P.O. Box 309

Ugland House

Grand Cayman, E9 KY1-1104

Citizenship: Cayman Islands

Polygon Management Ltd. (the "General Partner")

P.O. Box 309

Ugland House

Grand Cayman, E9 KY1-1104

Citizenship: Cayman Islands

Polygon Global Partners LP (the "US Investment Manager")

399 Park Avenue

22nd Floor

New York, NY 10022

Citizenship: Delaware

Polygon Global Partners LLP (the "UK Investment Manager")

4 Sloane Terrace

London, X0 SW1X9DQ

United Kingdom

Citizenship: United Kingdom

TFG Asset Management L.P. (the "Manager")

Po Box 309

Ugland House

Grand Cayman, E9 KY1-1104

Citizenship: Cayman Islands

Patrick G. G. Dear ("Mr. Dear")

c/o Polygon Global Partners LLP

4 Sloane Terrace

London, X0 SW1X9DQ

United Kingdom

Citizenship: United Kingdom

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Reade E. Griffith ("Mr. Griffith")

c/o Polygon Global Partners LLP

4 Sloane Terrace

London, X0 SW1X9DQ

United Kingdom

Citizenship: United Kingdom

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, \$0.01 par value (the "Common Stock")

**Item 2(e). CUSIP NUMBER**

45253H101

**Item IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK 3. WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP**

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The percentages used in this Schedule 13G are calculated based upon 89,348,389 shares of Common Stock outstanding as of March 31, 2017, as reported in the Company's Prospectus filed pursuant to Rule 424(b)(5) filed with the Securities and Exchange Commission on May 11, 2017 and assumes the conversion of the 4.50% Convertible Senior Notes due 2021 held by the Master Fund.

All of the 4.50% Convertible Senior Notes due 2021 are directly held by the Master Fund. The Manager, the US Investment Manager, the UK Investment Manager and the General Partner have voting and dispositive power over the securities held by the Master Fund. Messrs. Dear and Griffith control the Manager, the US Investment Manager, the UK Investment Manager and the General Partner. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Sections 13 of the Securities Exchange Act of 1934, the beneficial owner of the shares of Common Stock reported herein.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item**  
**10. CERTIFICATION**

By signing below each of the undersigned certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2018

POLYGON CONVERTIBLE OPPORTUNITY MASTER FUND

/s/ Michael Humphries

Name: Michael Humphries

Title: Director

POLYGON MANAGEMENT LTD.

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Authorized Person

POLYGON GLOBAL PARTNERS LP

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Principal

POLYGON GLOBAL PARTNERS LLP

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Principal

TFG ASSET MANAGEMENT L.P.

By: Polygon Management Ltd., its general partner

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Authorized Person

/s/ Patrick G. G. Dear

Patrick G. G. Dear

/s/ Reade E. Griffith

Reade E. Griffith

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**Exhibit 1**

JOINT FILING AGREEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: February 14, 2018

POLYGON CONVERTIBLE OPPORTUNITY MASTER FUND

/s/ Michael Humphries

Name: Michael Humphries

Title: Director

POLYGON MANAGEMENT LTD.

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Authorized Person

POLYGON GLOBAL PARTNERS LP

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Principal

POLYGON GLOBAL PARTNERS LLP

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Principal

TFG ASSET MANAGEMENT L.P.

By: Polygon Management Ltd., its general partner

/s/ Reade E. Griffith



Name: Reade E. Griffith  
Title: Authorized Person

/s/ Patrick G. G. Dear  
Patrick G. G. Dear

/s/ Reade E. Griffith  
Reade E. Griffith