

IMMUNOGEN INC
Form 8-K
June 22, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **June 20, 2018**

ImmunoGen, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other
jurisdiction of
incorporation)

0-17999
(Commission File
Number)

04-2726691
(IRS Employer
Identification No.)

830 Winter Street, Waltham, MA 02451

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(781) 895-0600**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

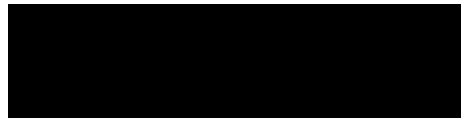
(a) (d) Not applicable.

(e) At the 2018 annual meeting of shareholders of ImmunoGen, Inc. (referred to as our) held on June 20, 2018 (the 2018 Annual Meeting), our shareholders approved the ImmunoGen, Inc. 2018 Employee, Director and Consultant Equity Incentive Plan (the 2018 Plan) and the ImmunoGen, Inc. Employee Stock Purchase Plan (the ESPP). Summaries of the material terms and conditions of the 2018 Plan and the ESPP are set forth in our definitive Proxy Statement dated April 30, 2018, filed with the Securities and Exchange Commission on April 30, 2018, under the captions Approval of the 2018 Employee, Director and Consultant Equity Incentive (Notice Item 3) and Approval of the Employee Stock Purchase Plan (Notice Item 4), respectively. Such descriptions are incorporated herein by reference and are qualified in their entirety by reference to the full text of the 2018 Plan and the ESPP filed as Exhibits 10.1 and 10.6, respectively, to this current report on Form 8-K.

(f) Not applicable.

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

As stated above, the 2018 Annual Meeting was held on June 20, 2018. At the 2018 Annual Meeting, shareholders fixed the number of Directors constituting the full Board of Directors at seven. The voting results were as follows:



At the 2018 Annual Meeting, shareholders elected seven Directors as follows:

| | FOR | WITHHELD | BROKER NON-VOTES |
|---------------------|------------|-----------------|-------------------------|
| Stephen C. McCluski | 91,460,823 | 717,022 | 31,896,166 |
| Richard J. Wallace | 91,283,969 | 893,876 | 31,896,166 |
| Mark Goldberg, MD | 73,509,651 | 18,668,194 | 31,896,166 |
| Dean J. Mitchell | 81,436,371 | 10,741,474 | 31,896,166 |
| Kristine Peterson | 57,950,060 | 34,227,785 | 31,896,166 |
| Mark J. Enyedy | 91,699,299 | 478,546 | 31,896,166 |
| Stuart A. Arbuckle | 91,930,195 | 247,650 | 31,896,166 |

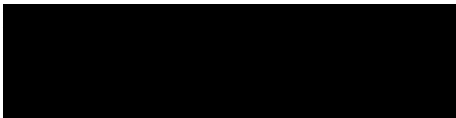
At the 2018 Annual Meeting, shareholders approved the 2018 Plan, which is referenced in Item 5.02 above, as follows:



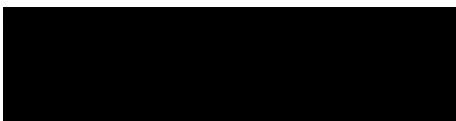
At the 2018 Annual Meeting, shareholders approved the ESPP, which is referenced in Item 5.02 above, as follows:



At the 2018 Annual Meeting, shareholders voted to approve, on an advisory basis, the compensation paid to the our named executive officers, as described in our proxy statement (the say-on-pay vote) as follows:



At the 2018 Annual Meeting, shareholders ratified the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the year ending December 31, 2018 as follows:



ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) The following exhibits are being filed herewith:

| Exhibit No. | Exhibit |
|--------------------|---|
| 10.1 | <u>2018 Employee, Director and Consultant Equity Incentive Plan</u> |
| 10.2 | <u>Form of Incentive Stock Option Agreement under the 2018 Employee, Director and Consultant Equity Incentive Plan</u> |
| 10.3 | <u>Form of Non-Qualified Stock Option Agreement for employees under the 2018 Employee, Director and Consultant Equity Incentive Plan</u> |
| 10.4 | <u>Form of Restricted Stock Unit Agreement under the 2018 Employee, Director and Consultant Equity Incentive Plan</u> |
| 10.5 | <u>Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the 2018 Employee, Director and Consultant Equity Incentive Plan</u> |

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- 10.6 Form of Deferred Stock Unit Agreement for Non-Employee Directors under the 2018 Employee, Director and Consultant Equity Incentive Plan
- 10.7 Employee Stock Purchase Plan

SIGNATURES

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

ImmunoGen, Inc.
(Registrant)

Date: June 22, 2018

/s/ David B. Johnston

David B. Johnston
Executive Vice President and Chief Financial Officer