

IMMUNOGEN INC  
Form S-8 POS  
June 25, 2018

As filed with the Securities and Exchange Commission on June 25, 2018

Registration No. 333-219718

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8**

**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**IMMUNOGEN, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Massachusetts**  
(State of Incorporation)

**04-2726691**  
(I.R.S. Employer Identification Number)

**830 Winter Street**  
**Waltham, Massachusetts 02451**

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(781) 895-0600

(Address of Principal Executive Offices)

**IMMUNOGEN, INC.**  
**2016 EMPLOYEE, DIRECTOR AND CONSULTANT EQUITY INCENTIVE PLAN**

(Full Title of the Plan)

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**Craig Barrows**

**Executive Vice President, General Counsel and Secretary**

**ImmunoGen, Inc.**

**830 Winter Street**

**Waltham, Massachusetts 02451**

**(781) 895-0600**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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 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   
(Do not check if a smaller reporting  
company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE**

ImmunoGen, Inc. (the Company) is filing this post-effective amendment to deregister certain of the securities originally registered pursuant to the Registration Statement on Form S-8 (File No. 333-219718), filed with the Securities and Exchange Commission on August 4, 2017 by the Company (the Registration Statement) with respect to shares of the Company's common stock, par value \$0.01 per share (Common Stock), thereby registered for issuance under the Company's 2016 Employee, Director and Consultant Equity Incentive Plan, as amended (the 2016 Plan). An aggregate of 2,594,909 shares of Common Stock were registered for issuance under the 2016 Plan pursuant to the Registration Statement.

On June 20, 2018, the Company's shareholders approved the Company's 2018 Employee, Director and Consultant Equity Incentive Plan (the 2018 Plan), which replaced the 2016 Plan. Following the approval of the 2018 Plan, no future awards were allowed to be made under the 2016 Plan after June 20, 2018. As of the close of business on June 20, 2018, 667,305 shares of Common Stock were reserved and available for issuance under future awards under the 2016 Plan. Accordingly, 667,305 shares are hereby deregistered.

**ITEM 8. EXHIBITS.**

| <b>Exhibit</b> | <b>Description</b>                              |
|----------------|---|
| 23.1           | <u>Consent of Ernst &amp; Young LLP.</u>        |
| 24.1           | <u>Power of Attorney of Stuart A. Arbuckle.</u> |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Waltham, the Commonwealth of Massachusetts on this 25th day of June, 2018.

**IMMUNOGEN, INC.**

By: /s/ Mark J. Enyedy  
 Mark J. Enyedy  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                           | <b>Title</b>  | <b>Date</b> |
|--|---|-------------|
| /s/ Mark J. Enyedy<br>Mark J. Enyedy       | President, Chief Executive Officer and Director (Principal Executive Officer)                                 | June , 2018 |
| /s/ David B. Johnston<br>David B. Johnston | Executive Vice President, Chief Financial Officer, and Treasurer (Principal Financial and Accounting Officer) | June , 2018 |
| *<br>Stephen C. McCluski                   | Chairman of the Board of Directors  | June , 2018 |
| *<br>Stuart A. Arbuckle                    | Director  | June , 2018 |
| *<br>Mark Goldberg                         | Director  | June , 2018 |
| *<br>Dean J. Mitchell                      | Director  | June , 2018 |
| *<br>Kristine Peterson                     | Director  | June , 2018 |

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\*  
Richard J. Wallace

Director

June , 2018

\* By: /s/ David B. Johnston  
David B. Johnston  
(Attorney-in-fact)