

IMMUNOGEN INC  
Form 8-K  
February 22, 2011

**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): **February 10, 2011**

**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)

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 7.01 REGULATION FD DISCLOSURE**

Mitchel Sayare, Ph.D., a Director and retired Chief Executive Officer of ImmunoGen, Inc. (the "Company"), has entered into a pre-arranged, written stock trading plan (the "Plan") that is intended to satisfy the requirements of Rule 10b5-1(c) under the Securities Exchange Act of 1934. The Plan took effect on February 10, 2011, provided that no sales may occur prior to March 15, 2011 and all sales must be completed prior to December 31, 2011. Pursuant to the Plan, Dr. Sayare may sell up to 250,000 shares of the Company's common stock, provided the price exceeds a specified price per share. Dr. Sayare has entered into the Plan for financial planning purposes. The total number of shares that may be sold under the Plan represents approximately 19% of Dr. Sayare's total holdings of the Company's common stock, including vested and unvested deferred stock units and options for the purchase of the Company's common stock. Transactions under the Plan will be disclosed publicly through Form 144 and Form 4 filings with the Securities and Exchange Commission, to the extent required by law.

It is possible that other executive officers and Directors of the Company may enter into similar stock trading plans in the future. Except as may be required by law, the Company does not undertake to report on stock trading plans by other Company officers or Directors, nor report modifications, terminations or other activities under Dr. Sayare's Plan or the plan of any other individual.

**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: February 22, 2011

/s/ Gregory D. Perry  
Gregory D. Perry  
Senior Vice President and Chief Financial Officer