

IMMUNOGEN INC  
Form 10-Q/A  
October 10, 2012

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

Washington, D.C. 20549

**FORM 10-Q/A**

(Amendment No. 1)

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

For the quarterly period ended March 31, 2012

OR

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

(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 Web site, 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: 77,295,075 shares outstanding as of May 1, 2012.

**EXPLANATORY NOTE**

This Amendment No. 1 to the Quarterly Report on Form 10-Q/A (this Amendment ) amends the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (the Original Report ) filed by ImmunoGen, Inc. with the Securities and Exchange Commission on May 10, 2012. This Amendment is being filed solely for the purpose of amending Exhibits 10.1, 10.2 and 10.3 under Item 6 of Part II of the Original Report.

Except as described above, no other changes have been made to the Original Report and this Amendment does not modify or update disclosures in the Original Report and does not reflect subsequent events occurring after the date of the Original Report. Accordingly, this Amendment should be read in conjunction with the Original Report, which continues to speak as of the date of the Original Report.

**PART II. OTHER INFORMATION**

**ITEM 6. Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1*              | Development and License agreement dated as of October 20, 2008 by and between the Registrant and Bayer HealthCare AG                   |
| 10.2*              | Multi-Target Agreement dated as of October 8, 2010 by and between the Registrant and Novartis Institutes for BioMedical Research, Inc. |
| 10.3*              | Multi-Target Agreement dated as of December 19, 2011 by and between the Registrant and Eli Lilly and Company                           |
| 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.     |

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\* *Portions of this Exhibit were omitted, as indicated by [\*\*\*], and have been filed separately with the Secretary of the Commission pursuant to the Registrant's application requesting confidential treatment.*

\*\* *Previously filed with our Quarterly Report on Form 10-Q on May 10, 2012 which this Form 10/A amends.*

**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 10, 2012

By:

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

Date: October 10, 2012

By:

/s/ Gregory D. Perry  
Gregory D. Perry  
Executive Vice President, Chief Financial Officer  
(Principal Financial and Accounting Officer)