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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**ImmunoGen, Inc.**

(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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SOCIAL POST

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\$IMGN Today we announced @AbbVie's proposed acquisition of ImmunoGen for \$31.26 per share in cash - for a total equity value of approximately \$10.1 billion. Read the full press release here: <insert bitly link>

LinkedIn

In a move that accelerates our ability to disrupt the progression of cancer and offer our #patients #moregooddays, today we announced @AbbVie's proposed acquisition of ImmunoGen for \$31.26 per share in cash - for a total equity value of approximately \$10.1 billion. Read the full press release here: <insert bitly link>

Image for both posts



**Additional Information and Where to Find It**

This communication relates to the proposed acquisition of ImmunoGen, Inc. (“ImmunoGen”) by AbbVie Inc. (“Parent”). This communication does not constitute a solicitation of any vote or approval. In connection with the proposed transaction, ImmunoGen plans to file with the U.S. Securities and Exchange Commission (the “SEC”) and mail or otherwise provide to its stockholders a proxy statement regarding the proposed transaction. ImmunoGen may also file other documents with the SEC regarding the proposed transaction. This document is not a substitute for the proxy statement or any other document that may be filed by ImmunoGen with the SEC.

BEFORE MAKING ANY VOTING DECISION, IMMUNOGEN’S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE AND ANY OTHER DOCUMENTS FILED BY IMMUNOGEN WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE THEREIN BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED TRANSACTION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION.

Any vote in respect of resolutions to be proposed at an ImmunoGen stockholder meeting to approve the proposed transaction or related matters, or other responses in relation to the proposed transaction, should be made only on the basis of the information contained in ImmunoGen’s proxy statement. Stockholders may obtain a free copy of the proxy statement and other documents ImmunoGen files with the SEC (when available) through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). ImmunoGen makes available free of charge on its investor relations website at [www.immunogen.com](http://www.immunogen.com) copies of materials it files with, or furnishes to, the SEC.

The proposed transaction will be implemented solely pursuant to the Agreement and Plan of Merger, by and among ImmunoGen, Athene Subsidiary LLC, Athene Merger Sub Inc. and Parent, dated as of November 30, 2023 (the “Merger Agreement”), which contains the full terms and conditions of the proposed transaction.

## Participants in the Solicitation

ImmunoGen and certain of its directors, executive officers and certain employees and other persons may be deemed to be participants in the solicitation of proxies from ImmunoGen's stockholders in connection with the proposed transaction. Security holders may obtain information regarding the names, affiliations and interests of ImmunoGen's directors and executive officers in ImmunoGen's definitive proxy statement on Schedule 14A for its 2023 Annual Meeting of Stockholders, which was filed with the SEC on April 26, 2023 and in the Company's Current Report on Form 8-K filed with the SEC on September 18, 2023. Additional information concerning the interests of ImmunoGen's participants in the solicitation, which may, in some cases, be different than those of ImmunoGen's stockholders generally, will be set forth in ImmunoGen's proxy statement relating to the proposed transaction when it is filed with the SEC and other materials that may be filed with the SEC in connection with the proposed transaction when they become available. These documents (when available) may be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov) and the investor relations page of the ImmunoGen's website at [www.immunogen.com](http://www.immunogen.com).

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The logo for ImmunoGen, featuring the word "immunogen" in a bold, lowercase, sans-serif font. The dot on the "i" is a red circle, and the dot on the "o" is a red circle.

To: All Company  
From: Mark Enyedy  
Date: November 30, 2023  
Subject: AbbVie to Acquire ImmunoGen for \$10.1B

Colleagues,

I am writing to share some exciting and important news with you this morning. In a joint press release, we announced that ImmunoGen has entered into an agreement to be acquired by AbbVie for \$31.26 per ImmunoGen share in cash for a total value of approximately \$10.1 billion. The Board of Directors and I believe this agreement fully recognizes the value of the company that we've built and our future potential to deliver more good days to people living with cancer.

This transaction is the culmination of our 40-year commitment to develop and deliver the next-generation of ADCs and more good days for people living with cancer. AbbVie is a global biopharmaceutical company with a deep and growing oncology pipeline across solid tumors and hematologic malignancies and the capabilities required to address some of the world's greatest health challenges. With five ADCs in various stages of development and more on the way, ImmunoGen's pipeline of novel ADCs complements and enhances AbbVie's ongoing efforts in the space. Correspondingly, AbbVie's global commercial infrastructure and deep clinical and regulatory expertise will accelerate geographic and label expansion and realize the full potential of ELAHERE as the first and only ADC approved in ovarian cancer and advance our platform and remaining portfolio.

Today's announcement is the first step in a lengthy process. The transaction is expected to close in the middle of 2024, subject to ImmunoGen shareholder approval, regulatory approvals, and other customary closing conditions. At the time of closing, ImmunoGen will become a wholly owned subsidiary of AbbVie. Until then, ImmunoGen remains a separate public company and will operate as a standalone business. In other words, it's "business as usual" for Team ImmunoGen until further notice. Patients are waiting, and it's up to us to continue to make progress with purpose as we work to bring ELAHERE to patients in Europe, expand the label in the US, and advance our earlier-stage clinical programs and research platform.

**I invite everyone to join me and the Executive Committee for an All Company Zoom this morning at 8:30 AM EST.** I'll share additional insight into the deal, outline the communications opportunities available to you today, and I'll open the floor to answer any immediate questions you might have. I encourage you to arrive ready to engage and with a celebratory coffee in hand.

Over the last 40 years, ImmunoGen has had a remarkable journey. Some might even call it "one hell of a story." I hope you are as excited as I am about the prospects for our science in the very capable hands of the combined AbbVie and ImmunoGen. Thank you all for your hard work in bringing us to where we are today: shoulder-to-shoulder and working to target a better now.

Mark

*An invitation for today's All Company Zoom is forthcoming from Employee Communications. Please make every effort to attend as the meeting will not be recorded.*

*Today's announcement will likely engender interest from a variety of external sources. Should you receive any investor or media inquiries directly, do not respond and forward any questions or requests for comment to Courtney O'Konek (Executive Director, Corporate Communications).*

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Thank you, everyone, for joining us this morning on such short notice.

As you will have read in this morning's memo and the related press release, ImmunoGen has entered into an agreement to be acquired by AbbVie for \$31.26 per ImmunoGen share – in cash – for a total of over \$10 billion.

The Board of Directors and I believe this agreement fully recognizes the value of the company and expertise that we've built over the last 40 years and our future potential to deliver more good days to people living with cancer.

It's also a transaction with a strong strategic rationale. For those of you who are unfamiliar, AbbVie is a global biopharmaceutical company with a deep and growing oncology pipeline across solid tumors and hematologic malignancies and the capabilities required to address some of the world's greatest health challenges.

- Founded in 2013 as a spinoff of Abbot Laboratories and headquartered in Chicago, AbbVie employs more than 50,000 in 70 countries;
- Since the spinoff, AbbVie has invested more than \$55B to research, develop, and discover new medicines;
- They've ushered 25 major products or indications through to approval;
- And they count immunology, neuroscience, eye care, aesthetics, and oncology as their therapeutic areas of focus.

Along with many other in the industry, AbbVie has sought to expand its oncology portfolio with ADCs and is now pursuing five product candidates in various stages of development, with more on the way.

To this end, our platform and pipeline nicely complements and enhances AbbVie's ongoing efforts – in both oncology and ADCs

Correspondingly, their global commercial infrastructure and deep clinical and regulatory expertise will accelerate geographic and label expansion and help realize the full potential of ELAHERE as the first and only ADC approved in ovarian cancer as well as advance our platform and remaining portfolio.

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We'll share more about AbbVie in the coming days, but in short: this deal represents a tremendous opportunity for ImmunoGen, our employees, our shareholders, and our patients.

So what does this all mean in practical terms?

We expect the deal will close in the middle of 2024, subject to the satisfaction of customary closing conditions and regulatory approvals, including the tender by shareholders of a majority of ImmunoGen's outstanding shares.

In the interim, it means it's "business as usual" at ImmunoGen. Our strategy has not changed. Our objectives have not changed. ImmunoGen remains a separate public company and we will operate as a standalone business. And, given the value AbbVie places on our deep talent pool and dedication to improving patient outcomes, we expect everyone will continue their roles until closing.

A few additional points we want to highlight as you think about this transaction and what it means for you:

- All of your RSUs and options, vested or unvested, will be cashed out at closing.
- All existing benefits will continue through closing.
- For any employee that continues on with AbbVie after the closing, you will receive your base salary and a target annual bonus that is at least as favorable as that provided to you at closing, as well as employee benefits that are at least as favorable in the aggregate as the benefits provided to you at closing. This commitment will extend for the period of one year following the closing of the merger.
- All employment offers that have been extended or accepted prior to today will be honored.

In the lead-up to the closing, we will work closely with Audrey and the HR team to develop our approach to integration planning, ongoing communications channels, and more.

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For the remainder of today:

- We invite everyone to join AbbVie's call with the investment community at 9AM – so just about X minutes from now. The call will be webcast through AbbVie's Investor Relations website at [investors.abbvie.com](http://investors.abbvie.com); this information is also available in the "Conference Call" section of today's press release.
- After this meeting, you will receive an invitation from your ExCo member to join a functional Zoom. You will not receive any new information in those meetings; rather, it's an opportunity to ask any further questions you might have.
- And finally, for those of you based in Waltham, you'll receive an invitation to a small gathering this afternoon at 4PM in the Innovation Zone. We'll pop a few bottles and have a few snacks to celebrate today's achievement.

Just one final note from me before we open it up for questions: I extend my thanks and congratulations to Stacy Coen for orchestrating this deal. I'd also like to thank the working group for their ongoing support and for the extended team who worked into the wee hours of this morning to finalize all of the materials required for today's announcement. Stacy – while you're top of mind, can I ask you to say a word or two about today's announcement and AbbVie as a whole?

Great, thanks for that insight, Stac. With that, I'll open it up for questions. Court, a little help?

Great, thanks for joining, everyone. I hope you can join the AbbVie call here in a few minutes and I look forward to seeing those of you in Waltham later today in the Innovation Zone. In the meantime, please direct any specific questions you might have to your ExCo leader.

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