



**ITEM 5.05. – AMENDMENTS TO THE REGISTRANT’S CODE OF ETHICS, OR WAIVER OF A PROVISION OF THE CODE OF ETHICS.**

On February 12, 2020, the Audit Committee of the Board of Directors of ImmunoGen, Inc. (also referred to as “we” and “our”) approved amendments to its code of corporate conduct (the “Code”). The Code applies to all of our directors, executive officers and employees. As part of our corporate governance practices, we periodically review the Code and its separate Senior Officer and Financial Personnel Code of Ethics (“SOFP Code”). Following its most recent review, the Audit Committee approved amendments to the Code to add a separate books and records – financial reporting section, which was derived from the SOFP Code, and expand the Code’s compliance with laws and regulations section.

As a result of the amendments to the Code to include matters previously covered by the SOFP Code, the Audit Committee also terminated the separate SOFP Code.

The amendment to the Code and termination of the SOFP Code did not result in any explicit or implicit waiver of any provision of the Code or the SOFP Code in effect prior to the actions of the Audit Committee discussed above. The foregoing description of the Code does not purport to be complete and is qualified in its entirety by reference to the full text of the Code, which is incorporated herein by reference and is available on the Company’s website at [www.immunogen.com](http://www.immunogen.com) in the “Investors and Media” section under the heading “Corporate Governance”. The other contents of our website are not incorporated by reference herein or made a part hereof for any purpose.

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## 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 14, 2020

/s/ David G. Foster

David G. Foster  
Vice President, Finance

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