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 September 30, 1997 _ _ _ _ _ _ _ _ _ _ _ _ _

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[] 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.

-----(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction of

incorporation or organization)

- -----

04-2726691 ----------(I.R.S. Employer Identification No.)

333 Providence Highway Norwood, MA 02062

(Address of principal executive offices, including zip code)

(781) 769-4242

-----(Registrant's telephone number, including area code)

_____ (Former name, former address and former fiscal year, if changed since last report.)

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 X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

At November 13, 1997 there were 23,981,264 shares of common stock, par value \$.01 per share, of the registrant outstanding.

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IMMUNOGEN, INC.

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PART I-FINANCIAL INFORMATION

ITEM I. FINANCIAL INFORMATION IMMUNOGEN, INC. CONSOLIDATED BALANCE SHEETS As of June 30, 1997 and September 30, 1997

	June 30,	September 30,
	1997	1997
ASSETS		
Cash and cash equivalents Due from minority interest holder Prepaids and other current assets	\$ 1,669,050 - 578,497	\$ 1,907,581 843,000 280,076
	576,497	
Total current assets	2,247,547	3,030,657
Property and equipment, net of accumulated		
depreciation	2,929,733	2,603,270
Note receivable Other assets	43,700	1,155,795 43,700
Total assets	\$ 6,349,890 =======	\$ 6,833,422 =======
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts payable	612,559	589,932
Accrued compensation	248,472	145,064 652,850
Other accrued liabilities Current portion of capital lease obligations	841,238 37,068	-
Current portion of deferred lease	89,160	68,580
Total current liabilities	1,828,497	1,456,426
Deferred lease	59,436	62,871
Minority interest	-	53, 245
Commitments		
Stockholders' equity: Preferred stock; \$.01 par value; authorized 5,000,000 shares as of June 30, 1997 and September 30,1997 Convertible preferred stock, Series A, \$.01 par value; issued and outstanding 1,100 and 600 shares as of June 30, 1997 and September 30, 1997 (liquidation preference - stated		
value plus accrued but unpaid dividends per share) Convertible preferred stock, Series C, \$.01 par value; issued and outstanding 700 shares as of June 30, 1997	11	6
(liquidation preference - stated value plus accrued but unpaid dividends per share)	7	-
Convertible preferred stock, Series D, \$.01 par value; issued and outstanding 1,000 shares as of June 30, 1997 and September 30, 1997 (liquidation preference - stated		
value plus accrued but unpaid dividends per share) Common stock, \$.01 par value; authorized	10	10
and September 30, 1997, respectively; issued and outstanding 21,779,767 and 22,979,877 shares		
as of June 30, 1997 and September 30, 1997, respectively	217,797	229,798
Additional paid-in capital	144,753,538	229,798 147,334,921
Accumulated deficit	144,971,363 (140,509,406)	147,564,735 (142,303,855)
Total stockholders' equity	4,461,957	5,260,880
Total liabilities and stockholders' equity	\$ 6,349,890 ======	\$ 6,833,422 ========

The accompanying notes are an integral part of the financial statements.

4 IMMUNOGEN, INC. CONSOLIDATED STATEMENTS OF OPERATIONS For the three months ended September 30, 1996 and 1997

	Three Months Ended September 30,	
	1996	1997
Revenues: Development fees Interest Licensing Total revenues	\$ 82,156 50,417 5,643 	\$ 77,000 45,872 597 123,469
Expenses: Research and development General and administrative Interest Total expenses	1,946,034 438,120 66,862 2,451,016	1,552,543 379,270 1,555 1,933,368
Loss before income taxes and minority interest	(2,312,800)	(1,809,899)
Income tax expense	666	606
Net loss before minority interest	(2,313,466)	(1,810,505)
Minority interest in net loss of consolidated subsidiary	-	(27,605)
Net loss	(2,313,466)	(1,782,900)
Dividends on convertible preferred stock		11,549
Net loss to common shareholders	\$(2,313,466) =======	\$(1,794,449) ========
Loss per common share	\$ (0.14) ========	\$ (0.08) ======
Shares used in computing loss per share amounts	16,914,771	22,533,758 ========

The accompanying notes are an integral part of the financial statements.

	Common Stock		Preferred Stock			
	Shares	Amount	Additional Paid-in Capital	Shares	Amount	Additional Paid-in Capital
Balance at June 30, 1996	16,599,855	165,999	128,525,884	-	-	-
Stock options exercised Issuance of common stock Conversion of convertible debentures	54,644 41,481	545 415	87,310 69,585	-	-	-
into common stock	351,662	3,517	1,315,217	-	-	-
Exchange of convertible debentures for series A convertible preferred stock Issuance of Series B Convertible	-	-	-	2,500	25	4,749,586
Preferred Stock Issuance of Series C Convertible				3,000	30	3,486,342
Preferred Stock Issuance of Series D Convertible	-	-	-	3,000	30	4,720,003
Preferred Stock	-	-	-	1,000	10	1,287,092
Conversion of Series A Convertible Preferred Stock into common stock Conversion of Series B Convertible	1,328,744	13,287	2,766,405	(1,400)	(14)	(2,659,763)
Preferred Stock into common stock Conversion of Series C Convertible	1,384,823	13,848	3,539,221	(3,000)	(30)	(3,486,342)
Preferred Stock into common stock Compensation for put right	2,018,558 -	20,186 -	2,956,928 -	(2,300)	(23) -	(2,910,669) 306,739
Dividends on convertible preferred stock Net loss for the year ended June 30, 1997	- -	- -	-	- -	- -	- -
Balance at June 30, 1997	21,779,767 ========		\$139,260,550 ======	2,800 =====	\$28 ====	\$ 5,492,988
Conversion of Series A Convertible Preferred Stock into common stock	498,930	4,989	997,120	(500)	(5)	(949,916)
Conversion of Series C Convertible		,		. ,		
Preferred Stock into common stock Value ascribed to ImmunoGen Warrants	701,180	7,012	1,126,815	(700)	(7)	(1,101,334)
issued to BioChem Legal fees associated with Biochem	-	-	2,614,123	-	-	-
transaction	-	-	(105,425)	-	-	-
Dividends on convertible preferred stock Net loss for the quarter ended	-	-	-	-	-	-
September 30, 1997						
Balance at September 30, 1997	22,979,877 =======		\$143,893,183 ======	1,600 =====	\$ 16 ====	\$ 3,441,738 =======

	Accumulated Deficit	Total Stockholders' Equity
Balance at June 30, 1996	(127,914,500)	777,383
Stock options exercised	-	87,855
Issuance of common stock Conversion of convertible debentures	-	70,000
into common stock	-	1,318,734
Exchange of convertible debentures for series A convertible preferred stock Issuance of Series B Convertible	-	4,749,611
Preferred Stock		3,486,372
Issuance of Series C Convertible		-,,
Preferred Stock	-	4,720,033
Issuance of Series D Convertible Preferred Stock	-	1,287,102
Conversion of Series A Convertible Preferred Stock into common stock	-	119,915
Conversion of Series B Convertible		
Preferred Stock into common stock Conversion of Series C Convertible	-	66,697
Preferred Stock into common stock	-	66,422
Compensation for put right	-	306,739
Dividends on convertible preferred stock	(3,511,510)	
Net loss for the year ended June 30, 1997	(9,083,396)	(9,083,396)

Balance at June 30, 1997	\$(140,509,406) ==========	\$ 4,461,957
Conversion of Series A Convertible		
Preferred Stock into common stock Conversion of Series C Convertible	-	52,188
Preferred Stock into common stock Value ascribed to ImmunoGen Warrants	-	32,486
issued to BioChem Legal fees associated with Biochem	-	2,614,123
transaction	-	(105,425)
Dividends on convertible preferred stock Net loss for the quarter ended	(11,549)	(11,549)
September 30, 1997	(1,782,900)	(1,782,900)
Balance at September 30, 1997	\$(142,303,855) ======	\$ 5,260,880

The accompanying notes are an integral part of the financial statements.

	September 30,	
	1996	1997
Cash flows from operating activities:		
Net loss Adjustments to reconcile net loss to net	\$(2,313,082)	\$(1,794,449)
cash used for operating activities:		
Depreciation and amortization Loss on sale of property and equipment	446,396 2,934	326,463
Accretion of interest on note receivable	(29,037)	(26,885)
Dividends payable Minority interest in net loss of consolidated subsidiary	-	11,549 (27,605)
Amortization of deferred lease	-	(17,145)
Changes in operating assets and liabilities: Other current assets	(102,619)	298,421
Accounts payable	320,984	(22,627)
Accrued compensation Other accrued liabilities	(75,157) (95,701)	(103,408) (115,263)
	(00)(02)	(110,100)
Net cash used for operating activities	(1,845,282)	(1,470,949)
Cash flows from investing activities:		
Proceeds from sale of property and equipment	15,183	-
Not each (used for) provided by		
Net cash (used for) provided by investing activities	15,183	-
Cash flows from financing activities:		
Proceeds from issuance of ATI convertible preferred stock Stock issuances, net	- 23,458	1,851,973 -
Principal payments on capital lease obligations	(34, 398)	(37,068)
Financing costs	-	(105,425)
Net cash provided by (used for)		
financing activities	(10,940)	1,709,480
Net change in cash and cash equivalents	(1,841,039)	238,531
	0 700 000	
Cash and cash equivalents, beginning balance	2,796,636	1,669,050
Cash and cash equivalents, ending balance	\$ 955,597	\$ 1,907,581
outh and outh equilations, sharing sarahoo	========	=========
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 4,569 =======	\$ 1,555 ========
Cash paid (refunded) for income taxes	\$ 1,197 =======	\$ 2,027 =======
Supplemental disclosure of noncash financing activities:		
Conversion of convertible debentures including accrued interest	1,318,734	-
Conversion of Series A Preferred Stock to Common Stock	======================================	======================================
	==========	==========
Conversion of Series C Preferred Stock to Common Stock	\$ - ========	\$ 1,101,341 ========
Due from minority interest holder	\$ - ========	\$ 843,000
Minority interest	\$ -	\$ 808,500
	==========	==========

IMMUNOGEN, INC.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A. In the opinion of management, the accompanying financial statements include all adjustments, consisting of only normal recurring accruals, necessary to present fairly the consolidated financial position, results of operations and cash flows of ImmunoGen, Inc. (the "Company"), which include those of its wholly-owned subsidiary, ImmunoGen Securities Corp., and its 95%-owned subsidiary, Apoptosis Technology, Inc. ("ATI"). The financial disclosures herein should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended June 30, 1997.

The Company has been unprofitable since inception and expects to incur net losses over the next several years, assuming it is able to raise sufficient working capital to continue operations. The Company's cash resources at September 30, 1997 were approximately \$1.9 million. This amount includes \$330,000 received in July 1997 from the assignee of the Company's facility and equipment leases at its Canton, Massachusetts facility. In October 1997, the Company received \$225,000 under a \$750,000 grant from the Small Business Innovation Research (SBIR) Program of the National Cancer Institute awarded in July 1997 to advance development over a two-year period of the Company's lead product candidate, huC242-DM1. Also in October 1997, ATI received \$843,000 under a research and collaboration agreement with a large biopharmaceutical company (see footnote D.). This collaboration is expected to provide significant funding for ATI's operations for a period of time, initially three years, as well as milestone and royalty payments. Under the terms of the collaboration, the entire \$11.125 million investment must be used to finance the research program with the biopharmaceutical company. The Company continues actively to seek additional capital by pursuing one or more financing transactions and/or strategic partnering arrangements. While the Company remains hopeful that it will be able to consummate an additional financing transaction in the near term, no assurance can be given that such financing will be available to the Company on acceptable terms, if at all. If the Company is unable to obtain financing on acceptable terms in order to maintain operations, it could be forced to further curtail or discontinue its operations.

B. In October 1996, the Company's \$2.5 million debenture issued in June 1996 was converted into 2,500 shares of the Company's Series A Convertible Preferred Stock, with a stated value of \$1,000 per share (the "Series A Stock"). Holders of the Series A Stock are entitled to receive, when and as declared by the Board of Directors, cumulative dividends at a rate per share equal to 9% per annum in cash or, at the Company's option, in shares of the Company's Common Stock, \$.01 par value per share ("Common Stock"), in arrears on the conversion date. The 2,500 shares of Series A Stock are convertible into the same number of shares of Common Stock as the \$2.5 million debenture. Each share of Series A Stock is convertible into a number of shares of

Common Stock determined by dividing the \$1,000 stated value per share by the lesser of (i) 85% of the average of the closing bid prices for the Common Stock for the five consecutive trading days prior to the conversion date, and (ii) \$2.50 (subject to certain adjustments). In addition, holders of the Series A Stock are entitled to receive, on conversion of the Series A Stock, a number of warrants equal to 50% of the number of shares of Common Stock issued on conversion. As of September 30 and October 20, 1997, 1,900 shares of Series A Stock and accumulated dividends thereon had been converted into 1,827,674 shares of Common Stock. In connection with that conversion, warrants to purchase 913,837 shares of Common Stock were issued. These warrants have an exercise price of \$4 per share and expire in 2002.

C. In October 1996, the Company entered into a financing agreement (the "October 1996 Private Placement") with an institutional investor under which the Company was granted the right to require the investor to purchase up to \$12.0 million of convertible preferred stock from the Company in a series of private placements. Pursuant to the October 1996 Private Placement, the Company sold 3,000 shares of its 9% Series B Convertible Preferred Stock, with a stated value of \$1,000 per share ("Series B Stock"). As of February 4, 1997, all 3,000 shares of Series B Stock plus accumulated dividends thereon had been converted into 1,384,823 shares of the Company's Common Stock. In connection with the issuance of the Series B Stock, warrants to purchase 500,000 shares of Common Stock were also issued. These warrants have a value of \$618,900, which was accounted for as non-cash dividends to holders of Common Stock at the time of issuance of the Series B Stock. Of these 500,000 warrants, 250,000 warrants are exercisable at \$5.49 per share and expire in October 2001. The remaining 250,000 warrants are exercisable at \$3.68 per share and expire in January 2002.

In January 1997, the Company sold 3,000 shares of its 9% Series C Convertible Preferred Stock, with a stated value of \$1,000 per share ("Series C Stock"), in connection with the October 1996 Private Placement. The Series C Stock was convertible into a number of shares of Common Stock determined by dividing \$1,000 by the lower of (i) \$2.61 and (ii) 85% of the market price of the Company's Common Stock at the time of conversion. As of September 30, 1997, all 3,000 shares of Series C Stock plus accumulated dividends thereon had been converted into 2,719,738 shares of the Company's Common Stock. In connection with the Series C Stock, warrants to purchase 1,147,754 shares of Common Stock were issued to the investor. These warrants are exercisable at \$2.31 per share and expire in April 2002. The \$1.2 million value of these warrants was accounted for as non-cash dividends to holders of Common Stock at the time of issuance of the Series C Stock.

Also pursuant to the October 1996 Private Placement, the Company in June 1997 sold 1,000 shares of its 9% Series D Convertible Preferred Stock, with a stated value of \$1,000 per share ("Series D Stock"), bringing the aggregate amount received under the October 1996 Private Placement to \$7.0 million. The Series D Stock is convertible at any time into a number of shares of Common Stock determined by dividing \$1,000 by the lower of (i) \$1.4375 and (ii) 85% of the

market price of the Common Stock at the time of conversion. As of September 30, 1997, no Series D Stock had been converted into Common Stock. As of October 20, 1997, 650 shares of Series D Stock and accumulated dividends thereon had been converted into 627,000 shares of the Company's Common Stock. In addition, because conversion of the Series D Stock did not occur until after the eightieth day following its issue date, the investor received warrants to purchase 454,545 shares of Common Stock in connection with the Series D Stock. These warrants have an exercise price of \$1.94 per share and expire in 2002. The \$278,000 value of these warrants was determined at the time of issuance of the Series D Stock at that time. No additional warrants are issuable in connection with the Series D Stock.

Under the October 1996 Private Placement, the Company had the right to require the investor to purchase up to \$12.0 million of convertible preferred stock from the Company in a series of private placements, subject to certain conditions. However, because minimum stock price and minimum market capitalization requirements have not been maintained, the investor is no longer obligated to fund the remaining \$5.0 million which had been available to the Company under this agreement. In addition, the Company continues actively to pursue other potential sources of financing. However, there can be no assurance that the investor will provide such funding to the Company on acceptable terms, if at all, or that the Company will be able to secure financing from other investors.

D. In July 1997, ATI entered into a collaboration with BioChem Pharma Inc. ("BioChem"), a Canadian biopharmaceutical company. The agreement grants BioChem an exclusive, worldwide license to ATI's proprietary screens based on two families of proteins involved in apoptosis, for use in identifying leads for anti-cancer drug development. The agreement also covers the development of new screens in two areas.

Under the agreement, BioChem will invest a total of \$11.125 million in non-voting convertible preferred stock of ATI in a series of private placements over a three-year period to be used exclusively to fund research conducted under the collaboration during a three-year research term. In August and October 1997, BioChem paid ATI \$1.852 million and \$843,000, respectively, under this agreement. The balance of \$8.430 million will be paid in equal quarterly payments of \$843,000. The preferred stock is convertible into ATI common stock at any time after three years from the date of first issuance of such stock, at a conversion price equal to the then current market price of the ATI common stock, but in any event at a price that will result in BioChem acquiring at least 15% of the then outstanding ATI common stock.

The research agreement may be extended beyond the initial three-year term, on terms substantially similar to those for the original term. BioChem will also make milestone payments of up to \$15.0 million for each product over the course of its development. In addition, ATI will receive royalties on any future worldwide sales of products resulting from the collaboration. BioChem's obligation to provide additional financing to ATI each quarter is subject to satisfaction of specified conditions, including a condition with respect to the level of ATI's cash and other resources in addition to the financing.

As part of the agreement, BioChem receives warrants to purchase shares of ImmunoGen Common Stock equal to the amount invested in ATI during the three-year research term. These warrants will be exercisable for a number of shares of ImmunoGen's Common Stock determined by dividing the amount of BioChem's investment in ATI by the market price of the ImmunoGen Common Stock on the exercise date, subject to certain limitations. The exercise price is payable either in cash or shares of ATI preferred stock, at BioChem's option. The warrants are expected to be exercised only in the event that the shares of ATI common stock do not become publicly traded. In the event that ATI common stock does not become publicly traded, the Company expects that BioChem will use its shares of ATI preferred stock, in lieu of cash, to exercise the warrants. For the three months ended September 30, 1997, 2,695 shares of ATI preferred stock were issued or issuable, resulting in a 3.5% minority interest in the net loss of ATI. The minority interest portion of ATI's loss for the quarter reduced ImmunoGen's net loss by \$27,600, as reflected in the statements of operations. In addition, because the investment is comprised of securities potentially issuable by both the Company and ATI, only a portion of which is allocable to the ATI securities, management had estimated the relative value of the investment in ATI securities, based on a preliminary appraisal by an independent valuation consultant as of November 14, 1997, to be approximately 30%, or approximately \$809,000, of the total investment to date, and had reflected this amount as minority interest on the Company's consolidated balance sheet. However, on November 20, 1997, subsequent to the filing date of the Company's Quarterly Report on Form 10-Q, management received a final appraisal from the independent valuation consultant and completed its analysis of the allocation of BioChem's investment between the minority interest in ATI and the value ascribed to the ImmunoGen warrants. Based on that analysis, approximately 3%, or approximately \$81,000, has been allocated to the minority interest in ATI, with the remainder, or approximately \$2.6 million, allocated to ImmunoGen equity. Accordingly, the Company has restated its financial statements for the quarter ended September 30, 1997 to reflect the results of the completed appraisal.

E. In 1997, the Financial Accounting Standards Board released the Statement of Financial Accounting Standards No. 128 (SFAS 128), "Earnings Per Share." SFAS 128 specifies the computation, presentation and disclosure requirements for earnings per share and is substantially similar to the standards recently issued by the International Accounting Standards (IAS 33), "Earnings Per Share." SFAS 128 is effective for financial statements issued for periods ending after December 15, 1997, including interim periods. SFAS 128 requires restatement of all prior-period earnings per share data presented. Management has not yet determined the impact, if any, of SFAS 128 on the Company's financial statements.

(a) Exhibits

Exhibit

- 3.1 Articles of Amendment of the Registrant
- 10.1 Warrant Certificate Dated September 16, 1997 issued to Southbrook International Investments, Ltd.
- 10.2 Warrant Certificate Dated July 31, 1997 issued to Capital Ventures International
- 10.3 Warrant Certificate Dated August 1, 1997 issued to Capital Ventures International
- 10.4 Warrant Certificate Dated August 21, 1997 issued to Capital Ventures International
- 10.5 Warrant Certificate Dated October 6, 1997 issued to BioChem Pharma (International) Inc.
- 27 Financial Data Schedule

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 thereunto duly authorized.

IMMUNOGEN, INC.

Date: November 24, 1997 By: /s/ Mitchel Sayare Mitchel Sayare Chief Executive Officer (principal executive officer)

Date: November 24, 1997

By: /s/ Kathleen A. Carroll Kathleen A. Carroll Vice President, Finance and Administration (principal financial officer)

IMMUNOGEN, INC.

EXHIBIT INDEX

Exhibit

27 Financial Data Schedule

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE COMPANY'S FINANCIAL STATEMENTS AS AND FOR THE PERIOD ENDED SEPTEMBER 30, 1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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                 SEP-30-1997
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