

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Immunogen, Inc.

(Name of Issuer)

Common Stock, \$.01 par value share

(Title of Class of Securities)

45253H101

(CUSIP Number)

Stephen T. Burdumy, Esq.
Todd L. Silverberg, Esq.
Klehr, Harrison, Harvey, Branzburg & Ellers
1401 Walnut Street
Philadelphia, PA 19102

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 6, 1996

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(Continued on following page(s))

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Capital Ventures International

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,803,739
	8	SHARED VOTING POWER N/A
	9	SOLE DISPOSITIVE POWER 1,803,739
	10	SHARED DISPOSITIVE POWER N/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,803,739

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.9%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Statement of
Reporting Persons (as defined below)Pursuant to Section 13(d) of the
Securities Exchange Act of 1934

in respect of

IMMUNOGEN, INC.

This Report filed by Capital Ventures International ("CVI") is the second amendment of its initial filing on Schedule 13D with respect to the common stock, \$.01 par value per share (the "Common Stock"), of Immunogen, Inc. (the "Company").

This Report relates to sales by CVI of an aggregate of 859,500 shares of Common Stock. Such sales took place in open market transactions between July 2, 1996 and August 20, 1996 at per share prices (net of brokerage commissions) of between \$3.25 and \$5.75. Such sales resulted in the receipt by CVI of aggregate net proceeds of approximately \$3,826,061.00. The percentage of shares of Common Stock reported as beneficially owned by CVI in this Report has remained at 9.9% as the Debentures and Warrants (as defined below) held by CVI provide that the holder thereof may never convert the Debentures or exercise such Warrants to the extent that upon such conversion or exercise such holder would hold in excess of 9.9% of the outstanding shares of Common Stock. As a result of the sale of an aggregate of 859,500 shares of Common Stock, CVI currently holds 158,500 shares of Common Stock and continues to hold the Second Debenture and Warrants. Based on the 16,574,357 shares of Common Stock outstanding (as of June 13, 1996), the 9.9% limitation described above limits CVI's ownership to 1,803,739 shares of Common Stock. Assuming no increase in the number of outstanding shares of Common Stock and CVI continues to hold the shares of Common Stock it currently holds, the maximum number of shares into which CVI could convert the Second Debenture and exercise the Warrants is 1,645,239.

The descriptions contained in this Report of certain agreements and documents are qualified in their entirety by reference to the completed text of such agreements and documents filed as Exhibits to the prior filings of this Schedule 13D.

Items 5 and 7 are hereby amended and restated in their entirety as follows:

Item 5. Interest in Securities of the Issuer.

On June 6, 1996, CVI converted the First Debenture into 1,018,000 shares of Common Stock and Warrants to acquire 509,000 shares of Common Stock (the "First Debenture Warrants"). The conversion was effected at the request of the Company pursuant to an Amendment Agreement dated June 6, 1996 (the "June Amendment"). In consideration for agreeing to the June Amendment, CVI was granted warrants to purchase an additional 500,000 shares of Common Stock (the "June Amendment Warrants"). For purposes of this Schedule 13D, Warrants are defined as the First Debenture Warrants, the June Amendment Warrants and the warrants issuable upon conversion of the Second Debenture (the "Second Debenture Warrants").

Between July 2 and August 20, CVI sold in open market transactions an aggregate of 859,500 shares of Common Stock. at per share prices (net of brokerage commissions) of between \$3.25 and \$5.75. Such sales of Common Stock resulted in the receipt by CVI of aggregate net proceeds of approximately \$3,826,061.00.

Pursuant to the terms of the Second Debenture and the Warrants, the holder thereof may never convert such Debenture or exercise such Warrants to the extent that upon such conversion or exercise such holder would hold in excess of 9.9% of the outstanding shares of Common Stock. In addition, the disposition of the Second Debenture and the Warrants is restricted so that, except in limited circumstances, the holder may not dispose of during any 90 day period a portion of the Debenture and Warrants which, if converted into Common Stock, would represent, at the time of the transfer, in the aggregate (together with any other Common Stock transferred), beneficial ownership by the transferee(s) of more than 9.9% of the Common Stock then outstanding. As a result, CVI's beneficial ownership of shares of Common Stock solely as a result of ownership of the Debentures and Warrants may never exceed 9.9% of the outstanding shares of Common Stock. Based on the 16,574,357 shares of Common Stock outstanding on June 13, 1996, the 9.9% limitation limits CVI's ownership to 1,803,739 shares of Common Stock. As a result of the sale of an aggregate of 859,500 shares of Common Stock, CVI holds an aggregate of 158,500 shares of Common Stock. Based on such ownership, the maximum number of shares into which CVI could convert the Second Debenture and exercise the Warrants is 1,645,239.

The number of shares of Common Stock issuable to CVI upon conversion of the Second Debenture and exercise of the Warrants will fluctuate depending on the Conversion Price from time to time in effect; provided, however, except to the extent that shares are disposed of, the number of shares so issuable will never be less than the number of shares issuable based on the Fixed Conversion Price, but the aggregate number of shares so issuable can never exceed 9.9% of the outstanding shares of Common Stock (together with any other shares of Common Stock then owned by CVI). To the extent the Conversion Price is less than the Fixed Conversion Price, the aggregate number of shares issuable to CVI upon conversion of the Second Debenture and exercise of the Warrants will increase without any action on the part of CVI, but the number of shares so issuable can never exceed 9.9% of the outstanding shares of Common Stock (together with any other shares of Common Stock then owned by CVI). The number of shares of Common Stock issuable to CVI upon conversion of the Second Debenture and exercise of the Second Debenture Warrants can be determined by dividing the sum of the principal amount of such Debenture plus accrued interest thereon by the Conversion Price then in effect.

To the best knowledge of CVI, none of the individuals listed in Item 2 hereof beneficially owns any Common Stock other than through their ownership interest in CVI. Neither CVI, nor to the best of CVI's knowledge, any of the individuals listed in Item 2 hereof has effected any transactions in the Common Stock during the past 60 days other than CVI's sale of an aggregate of 859,500 shares of Common Stock as described herein.

Item 7. Material to be Filed as Exhibits.

Exhibit A - Securities Purchase Agreement (together with Side Letter thereto and form of the Debentures, Warrants and Registration Rights Agreement).*

Exhibit B - Limited Power of Attorney.*

Exhibit C - Letter Agreement, dated as of June 6, 1996, between CVI and the Company, incorporated by reference to Exhibit 10.29 to the Company's current report on Form 8-K dated June 6, 1996.**

* Previously filed with the initial filing of this Statement on Schedule 13D.

** Previously filed with the filing of Amendment No. 1 to this Statement on Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CAPITAL VENTURES INTERNATIONAL

By: Bala International, Inc. (f/k/a Arbit, Inc.), pursuant to a Limited Power of Attorney, a copy of which is filed as an exhibit hereto

By: /s/ Arthur Dantchik

Arthur Dantchik, President

Date: August 21, 1996
