

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McCain Tracey L</u>  (Last) (First) (Middle) <u>C/O IMMUNOGEN, INC.</u> <u>830 WINTER STREET</u>  (Street) <u>WALTHAM MA 02451</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ImmunoGen, Inc. [ IMGN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
Restricted Stock Unit	\$0 <sup>(1)(2)</sup>	02/12/2024		D <sup>(1)(2)</sup>	13,090	(1)(2)	(1)(2)	Common Stock	13,090	(1)(2)	0	D
Deferred Share Unit	\$0 <sup>(3)</sup>	02/12/2024		D <sup>(3)</sup>	50,303	(3)	(3)	Common Stock	50,303	(3)	0	D
Stock Option (right to buy)	\$17.72	02/12/2024		D <sup>(4)</sup>	19,597	(4)	06/14/2033	Common Stock	19,597	(4)	0	D
Stock Option (right to buy)	\$3.37	02/12/2024		D <sup>(4)</sup>	25,556	(4)	06/15/2032	Common Stock	25,556	(4)	0	D
Stock Option (right to buy)	\$5.68	02/12/2024		D <sup>(4)</sup>	44,000	(4)	11/15/2031	Common Stock	44,000	(4)	0	D

**Explanation of Responses:**

1. This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated November 30, 2023, by and among the Issuer, AbbVie Inc., a Delaware corporation ("AbbVie"), Athene Subsidiary LLC, a Delaware limited liability company and wholly owned subsidiary of AbbVie ("Intermediate Sub"), and Athene Merger Sub Inc., a Massachusetts corporation and wholly owned subsidiary of Intermediate Sub ("Purchaser"), pursuant to which Purchaser merged with and into the Issuer with the Issuer continuing as the surviving corporation (the "Merger").

2. At the effective time of the Merger (the "Effective Time"), each restricted stock unit ("RSU") granted prior to the date of the Merger Agreement that was outstanding immediately prior to the Effective Time was canceled, and the Reporting Person was entitled to receive (without interest), in consideration of the cancellation of such RSU, an amount in cash (less any applicable withholding taxes) equal to (i) the number of shares of common stock, par value \$0.01 per share, of the Issuer ("Common Stock") subject to such RSU immediately prior to the Effective Time, multiplied by (ii) \$31.26, without interest (the "Merger Consideration").

3. Pursuant to the Merger Agreement, at the Effective Time, each deferred share unit ("DSU") granted prior to the date of the Merger Agreement that was outstanding immediately prior to the Effective Time was canceled, and the Reporting Person was entitled to receive (without interest), in consideration of the cancellation of such DSU, an amount in cash (less any applicable withholding taxes) equal to (i) the number of shares of Common Stock subject to such DSU immediately prior to the Effective Time, multiplied by (ii) the Merger Consideration.

4. Pursuant to the Merger Agreement, at the Effective Time, each option to purchase shares of Common Stock ("Stock Option") granted prior to the date of the Merger Agreement that was outstanding immediately prior to the Effective Time was canceled and the Reporting Person was entitled to receive (without interest), in consideration of the cancellation of such Stock Option, an amount in cash (less any applicable withholding taxes) equal to (i) the total number of shares of Common Stock subject to such Stock Option immediately prior to the Effective Time, multiplied by (ii) the excess, if any, of the Merger Consideration over the applicable exercise price per share of Common Stock under such Stock Option.

/s/ Joseph J. Kenny, Attorney-in-Fact 02/12/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.