

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

IMMUNOGEN, INC.

(Exact Name of Registrant as Specified in its Charter)

Massachusetts
(State of Incorporation)

04-2726691
(I.R.S. Employer Identification Number)

**830 Winter Street
Waltham, Massachusetts 02451
(781) 895-0600**
(Address of Principal Executive Offices)

**IMMUNOGEN, INC.
2006 EMPLOYEE, DIRECTOR AND CONSULTANT EQUITY INCENTIVE PLAN**
(Full Title of the Plan)

**Craig Barrows
Vice President, General Counsel and Secretary
ImmunoGen, Inc.
830 Winter Street
Waltham, Massachusetts 02451
(781) 895-0600**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x

Accelerated filer o

Non-accelerated filer o

Smaller reporting company o

(Do not check if a
smaller reporting
company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock	5,501,602	\$9.41	\$51,770,074.82	\$6,015.69

(1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of additional shares of common stock to be offered or sold as a result of the anti-dilution provisions of the employee benefit plan described herein, including to prevent dilution resulting from any reorganization, recapitalization, reclassification, stock dividend, stock split or other similar change.

(2) Calculated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of determining the amount of the registration fee, based on the average of the high and low prices on the NASDAQ Global Select Market on November 17, 2014.

This registration statement is being filed solely for the purpose of registering 5,501,602 additional shares of common stock, par value \$.01 per share (the "Common Stock"), of ImmunoGen, Inc. (the "Company") to be offered to participants under the Company's 2006 Employee, Director and Consultant Equity Incentive Plan, as amended and restated (the "2006 Plan"), originally adopted in 2006. The maximum number of shares of Common Stock reserved and available for issuance under the 2006 Plan includes 2,500,000 shares, which were previously registered with the Securities and Exchange Commission (the "Commission") on Form S-8 (File No. 333-138713) filed on November 15, 2006 (the "2006 Registration Statement"), an additional 2,000,000 shares which the Company's shareholders authorized for issuance under the 2006 Plan on November 12, 2008, which were previously registered with the Commission on Form S-8 (File No. 333-155540) filed on November 21, 2008 (the "2008 Registration Statement"), an additional 4,000,000 shares which the Company's shareholders authorized for issuance under the 2006 Plan on November 16, 2010, which were previously registered with the Commission on Form S-8 (File No. 333-170788) filed on November 23, 2010 (the "2010 Registration Statement"), an additional 3,500,000 shares which the Company's shareholders authorized for issuance under the 2006 Plan on November 13, 2012, which were previously registered with the Commission on Form S-8 (File No. 333-185086) filed on November 21, 2012 (the "2012 Registration Statement") and an additional 5,500,000 shares which the Company's shareholders authorized for issuance under the 2006 Plan on November 11, 2014 (which shares are included in this registration statement), plus an aggregate of 1,676,599 additional shares that have been included in the shares reserved for issuance under the 2006 Plan as a result of the forfeiture, cancellation or termination (other than by exercise), during the period between November 11, 2006 and June 30, 2014, of grants previously made under the Company's Restated Stock Option Plan, of which 811,245 shares were previously registered with the Commission on Form S-8 (File No. 333-147738) filed with the Commission on November 30, 2007, 185,444 shares were previously registered with the Commission on the 2008 Registration Statement, 356,408 shares were previously registered with the Commission on the 2010 Registration Statement, 321,900 shares were previously registered with the Commission on the 2012 Registration Statement, and 1,602 shares are included in this registration statement.

Pursuant to General Instruction E of Form S-8, the contents of the 2006 Registration Statement are incorporated herein by reference, except as otherwise noted below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents are incorporated herein by reference:

- (a) The Company's annual report on Form 10-K for the fiscal year ended June 30, 2014, filed with the Commission on August 28, 2014;
- (b) The Company's quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2014, filed with the Commission on October 30, 2014;
- (c) The Company's current reports on Form 8-K filed with the Commission on September 18, September 19, September 30 and November 13, 2014; and
- (d) The description of the Company's common stock contained in the Company's registration statement on Form 8-A, filed with the Commission on September 25, 1989, as amended by Amendment No. 1 thereto, filed with the Commission on November 15, 1989, pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment thereto or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby

have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Craig Barrows, Vice President, General Counsel and Secretary of the Company, has given his opinion on the validity of the Common Stock offered under this registration statement. Mr. Barrows beneficially owns 291,101 shares of common stock of the Company, of which 21,100 shares are owned jointly by Mr. Barrows and his spouse, and 270,001 shares may be acquired by Mr. Barrows within 60 days of November 21, 2014 through the exercise of stock options.

ITEM 8. EXHIBITS.

Exhibit	Description
4.1	Restated Articles of Organization (incorporated herein by reference to Exhibit 3.1 of the Company's quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2010, filed with the Commission on April 30, 2010 (File No. 0-17999)).
4.1(a)	Articles of Amendment (incorporated herein by reference to Exhibit 3.1 of the Company's quarterly report on Form 10-Q for the fiscal quarter ended December 31, 2012, filed with the Commission on January 30, 2013 (File no. 0-17999)).
4.2	By-laws, as amended through April 4, 2007 (incorporated herein by reference to Exhibit 3.1 of the Company's current report on Form 8-K, filed with the Commission on April 6, 2007 (File No. 0-17999)).
4.3	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.2 of the Company's registration statement on Form S-1, filed with the Commission on November 15, 1989 (File No. 33-31219)).

- 4.6 ImmunoGen, Inc. 2006 Employee, Director and Consultant Equity Incentive Plan, as amended and restated through November 11, 2014 (incorporated herein by reference to Exhibit 10.1 of the Company's current report on Form 8-K, filed with the Commission on November 13, 2014 (File No. 0-17999)).
- 5.1* Opinion of General Counsel.
- 23.1* Consent of Ernst & Young LLP.
- 23.2 Consent of General Counsel (contained in the opinion filed as Exhibit 5.1 to this registration statement).
- 24.1 Power of Attorney (included in signature page to this registration statement).
- 99.1 Form of Restricted Stock Agreement for all employees (including executives) under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated by reference to Exhibit 99.1 of the Company's registration statement on Form S-8, filed with the Commission on November 21, 2012 (File No. 333-185086)).
- 99.2 Form of Deferred Stock Unit Award Agreement for Non-Employee Directors under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the Company's quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2010, filed with the Commission on October 29, 2010 (File No. 0-17999)).
- 99.3 Form of Incentive Stock Option Agreement for all employees (including executives) under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated by reference to Exhibit 10.14(g) of the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Commission on August 29, 2012 (File No. 0-17999)).
- 99.4 Form of Non-Qualified Stock Option Agreement for all employees (including executives) under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated by reference to Exhibit 10.14(h) of the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Commission on August 29, 2012 (File No. 0-17999)).
- 99.5 Form of Non-Qualified Stock Option Agreement for Directors under the 2006 Employee, Director and Consultant Equity Incentive Plan (incorporated by reference to Exhibit 10.14(i) of the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Commission on August 29, 2012 (File No. 0-17999)).

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Waltham, the Commonwealth of Massachusetts on this 21st day of November, 2014.

IMMUNOGEN, INC.

By: /s/ Daniel M. Junius
 Daniel M. Junius
 President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Daniel M. Junius and David B. Johnston his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her or in his or her name, place and stead, in any and all capacities to sign any and all amendments or post-effective amendments to this registration statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Daniel M. Junius</u> Daniel M. Junius	President, Chief Executive Officer and Director (Principal Executive Officer)	November 21, 2014
<u>/s/ David B. Johnston</u> David B. Johnston	Executive Vice President, Chief Financial Officer, and Treasurer (Principal Financial and Accounting Officer)	November 21, 2014
<u>/s/ Stephen C. McCluski</u> Stephen C. McCluski	Chairman of the Board of Directors	November 21, 2014

<u>/s/ Mark Goldberg</u> Mark Goldberg	Director	November 21, 2014
<u>/s/ Dean J. Mitchell</u> Dean J. Mitchell	Director	November 21, 2014
<u>/s/ Nicole Onetto</u> Nicole Onetto	Director	November 21, 2014
<u>/s/ Kristine Peterson</u> Kristine Peterson	Director	November 21, 2014
<u>/s/ Howard H. Pien</u> Howard H. Pien	Director	November 21, 2014
<u>/s/ Joseph J. Villafranca</u> Joseph J. Villafranca	Director	November 21, 2014
<u>/s/ Richard J. Wallace</u> Richard J. Wallace	Director	November 21, 2014

EXHIBIT INDEX

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November 21, 2014

ImmunoGen, Inc.
830 Winter Street
Waltham, MA 02451

Re: Securities Being Registered Under Registration Statement on Form S-8

Ladies and Gentlemen:

I am Vice President, General Counsel and Secretary of ImmunoGen, Inc., a Massachusetts corporation (the "Company"), and am issuing this opinion in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement"), for the purpose of registering with the Securities and Exchange Commission, under the Securities Act of 1933, as amended (the "Securities Act"), 5,501,602 shares (the "Shares") of the Company's common stock, par value \$.01 per share (the "Common Stock"), issuable upon the exercise of options which may be granted under the Company's 2006 Employee, Director and Consultant Equity Incentive Plan (the "Plan"), or upon the grant or vesting of restricted stock or other stock-based awards under the Plan.

In connection with this opinion, I have examined originals or copies, certified or otherwise identified to my satisfaction, of such corporate records of the Company and such other documents, records, certificates and other instruments of officials of the Company, public officials and others as I have deemed necessary or appropriate as a basis for the opinion set forth herein. I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals and the conformity to authentic original documents of all copies submitted to me as conformed and certified or reproduced copies. As to any facts material to the opinion expressed herein which I have not independently established or verified, I have relied upon statements and representations of officers and other representatives of the Company and others.

I am admitted to the practice of law in the Commonwealth of Massachusetts, and I express no opinion with respect to any other laws.

Based on the foregoing, I am of the opinion that the Shares have been duly authorized for issuance by the Company and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan and the applicable option or award agreement, such Shares will be validly issued, fully paid and nonassessable shares of Common Stock.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving my consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Sincerely,

/s/ Craig Barrows

Craig Barrows
Vice President, General Counsel and Secretary

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the 2006 Employee, Director and Consultant Equity Incentive Plan of ImmunoGen, Inc. of our reports dated August 28, 2014, with respect to the consolidated financial statements and schedule of ImmunoGen, Inc. and the effectiveness of internal control over financial reporting of ImmunoGen, Inc. included in its Annual Report (Form 10-K) for the year ended June 30, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts

November 21, 2014
