

IMMUNOGEN INC  
Form 8-K  
April 06, 2007

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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **April 4, 2007**

**ImmunoGen, Inc.**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or other jurisdiction  
of incorporation)

**0-17999**  
(Commission File Number)

**04-2726691**  
(IRS Employer Identification No.)

**128 Sidney Street, Cambridge, MA 02139**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(617) 995-2500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 4, 2007, in response to new NASDAQ listing requirements that mandate that all NASDAQ-listed companies become eligible to participate in the Direct Registration System for their outstanding securities, the Board of Directors of ImmunoGen, Inc. (the Board ) adopted resolutions providing for the amendment and restatement of ImmunoGen s Amended and Restated Bylaws (the By-Laws ).

The Amendment and Restatement dated April 4, 2007, amended Sections 5.1 and 5.2 of ImmunoGen s Bylaws to clarify that ImmunoGen s outstanding securities may exist in certificated or uncertificated form. In addition, the Board restated the By-Laws to correct minor typographical errors within the By-Laws, as filed by ImmunoGen on November 4, 2005, on a Current Report on Form 8-K, and in the version of the By-Laws contained on its website.

A copy of the By-Laws, reflecting the amended and restated version adopted by the Board on April 4, 2007, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

Exhibit No.	Exhibit
3.1	Amended and Restated By-Laws of ImmunoGen dated April 4, 2007.

**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: April 6, 2007

/s/ Daniel M. Junius  
Daniel M. Junius  
Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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