

# IMMUNOGEN INC

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/28/17

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CIK	0000855654
Symbol	IMGN
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	06/30

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material under §240.14a-12

**ImmunoGen, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
- (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
- (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
- (5) Total fee paid: \_\_\_\_\_
- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: \_\_\_\_\_
- (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
- (3) Filing Party: \_\_\_\_\_
- (4) Date Filed: \_\_\_\_\_

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on June 13, 2017.**

**IMMUNOGEN, INC.**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** April 17, 2017  
**Date:** June 13, 2017 **Time:** 9:00 AM, EDT  
**Location:** University of Massachusetts Club  
One Beacon Street, 32nd Floor  
Boston, MA 02108

IMMUNOGEN, INC.  
800 WINTER STREET  
WALTHAM, MA 02451

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

E24313-PR00-06

— **Before You Vote** —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET:      [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE:    1-800-579-1639
- 3) BY E-MAIL\*:      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 30, 2017 to facilitate timely delivery.

— **How To Vote** —

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

E24314-P00096

**Voting Items**

**The Board of Directors recommends you vote FOR the following:**

2. Election of Directors

**Nominees:**

- |                           |                       |
|---------------------------|-----------------------|
| 01) Joseph J. Villafranca | 06) Mark Goldberg, MD |
| 02) Stephen C. McCluski   | 07) Dean J. Mitchell  |
| 03) Richard J. Wallace    | 08) Kristine Peterson |
| 04) Daniel M. Junius      | 09) Mark J. Enyedy    |
| 05) Howard H. Pien        |                       |

**The Board of Directors recommends you vote FOR the following proposals:**

1. To fix the number of members of the Board of Directors at nine (9).
3. To approve amendments to our 2016 Employee, Director and Consultant Equity Incentive Plan to increase the number of shares authorized for issuance thereunder by 1,000,000 and to increase the maximum number of shares that can be subject to awards granted to a participant in a single year to 2,000,000.
4. To approve an amendment to our Restated Articles of Organization to increase the number of authorized shares of common stock from 150,000,000 to 200,000,000.
5. To approve, on an advisory basis, the compensation paid to our named executive officers, as disclosed in our proxy statement.

**The Board of Directors recommends you vote 1 year on the following proposal:**

6. To vote, on an advisory basis, on the frequency of advisory shareholder votes on the compensation paid to our executive officers.

**The Board of Directors recommends you vote FOR the following proposal:**

7. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2017. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournments thereof.

E24316-P88396