

IMMUNOGEN INC  
Form 10-Q  
January 29, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

**For the quarterly period ended December 31, 2009**

**OR**

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

**For the transition period from            to**

**Commission file number 0-17999**

**ImmunoGen, Inc.**

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

**04-2726691**  
(I.R.S. Employer Identification No.)

**830 Winter Street, Waltham, MA 02451**

(Address of principal executive offices, including zip code)

**(781) 895-0600**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☐ Yes ☐ No

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Shares of common stock, par value \$.01 per share: 57,360,914 shares outstanding as of January 25, 2010.



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IMMUNOGEN, INC.

FORM 10-Q

FOR THE QUARTER ENDED DECEMBER 31, 2009

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|   | <b>December 31,<br/>2009</b> | <b>June 30,<br/>2009</b> |
|---|------------------------------|--------------------------|
| <b>ASSETS</b>   |                              |                          |
| Cash and cash equivalents   | \$ 51,220                    | \$ 69,639                |
| Marketable securities   | 1,213                        | 1,486                    |
| Accounts receivable   | 1,981                        | 1,746                    |
| Unbilled revenue  | 1,150                        | 561                      |
| Inventory   | 1,234                        | 1,836                    |
| Restricted cash   | 574                          | 366                      |
| Prepaid and other current assets  | 1,161                        | 1,232                    |
| Total current assets  | 58,533                       | 76,866                   |
| Property and equipment, net of accumulated depreciation   | 18,081                       | 19,671                   |
| Long-term restricted cash   | 3,887                        | 4,142                    |
| Other assets  | 36                           | 25                       |
| Total assets  | \$ 80,537                    | \$ 100,704               |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                              |                          |
| Accounts payable  | \$ 1,981                     | \$ 1,244                 |
| Accrued compensation  | 2,181                        | 4,140                    |
| Other accrued liabilities   | 2,665                        | 1,566                    |
| Current portion of deferred lease incentive   | 979                          | 979                      |
| Current portion of deferred revenue   | 3,769                        | 3,199                    |
| Total current liabilities   | 11,575                       | 11,128                   |
| Deferred lease incentive, net of current portion  | 9,051                        | 9,540                    |
| Deferred revenue, net of current portion  | 9,782                        | 9,543                    |
| Other long-term liabilities   | 3,810                        | 3,636                    |
| Total liabilities   | 34,218                       | 33,847                   |
| Commitments and contingencies (Note E)  |                              |                          |
| Shareholders' equity:   |                              |                          |
| Preferred stock, \$.01 par value; authorized 5,000 shares; no shares issued and outstanding   |                              |                          |
| Common stock, \$.01 par value; authorized 100,000 shares; issued and outstanding 57,310 and 56,947 shares as of December 31, 2009 and June 30, 2009, respectively | 573                          | 569                      |
| Additional paid-in capital  | 392,433                      | 387,947                  |
| Accumulated deficit   | (346,834)                    | (321,451)                |
| Accumulated other comprehensive income (loss)   | 147                          | (208)                    |
| Total shareholders' equity  | 46,319                       | 66,857                   |
| Total liabilities and shareholders' equity  | \$ 80,537                    | \$ 100,704               |

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The accompanying notes are an integral part of the consolidated financial statements.

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**IMMUNOGEN, INC.**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

**(UNAUDITED)**

In thousands, except per share amounts

|  | Three Months Ended<br>December 31, |            | Six Months Ended<br>December 31, |             |
|--|------------------------------------|------------|----------------------------------|-------------|
|  | 2009                               | 2008       | 2009                             | 2008        |
| Revenues:  |                                    |            |                                  |             |
| Research and development support                             | \$ 1,283                           | \$ 2,283   | \$ 2,065                         | \$ 5,490    |
| License and milestone fees                                   | 827                                | 4,766      | 2,658                            | 6,989       |
| Clinical materials reimbursement                             | 998                                | 2,285      | 1,484                            | 2,981       |
| Total revenues   | 3,108                              | 9,334      | 6,207                            | 15,460      |
| Operating Expenses:  |                                    |            |                                  |             |
| Research and development                                     | 12,211                             | 12,888     | 24,399                           | 24,748      |
| General and administrative                                   | 3,886                              | 3,521      | 7,478                            | 7,199       |
| Total operating expenses                                     | 16,097                             | 16,409     | 31,877                           | 31,947      |
| Loss from operations   | (12,989)                           | (7,075)    | (25,670)                         | (16,487)    |
| Other (expense) income, net                                  | (19)                               | (129)      | 125                              | (113)       |
| Loss before benefit for income taxes                         | (13,008)                           | (7,204)    | (25,545)                         | (16,600)    |
| Benefit for income taxes                                     |                                    | (101)      | (162)                            | (100)       |
| Net loss   | \$ (13,008)                        | \$ (7,103) | \$ (25,383)                      | \$ (16,500) |
| Basic and diluted net loss per common share                  | \$ (0.23)                          | \$ (0.14)  | \$ (0.44)                        | \$ (0.32)   |
| Basic and diluted weighted average common shares outstanding | 57,156                             | 50,822     | 57,094                           | 50,802      |

The accompanying notes are an integral part of the consolidated financial statements.

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## IMMUNOGEN, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

In thousands, except per share amounts

|  | Six months ended December 31, |             |
|--|-------------------------------|-------------|
|  | 2009                          | 2008        |
| Cash flows from operating activities:  |                               |             |
| Net loss   | \$ (25,383)                   | \$ (16,500) |
| Adjustments to reconcile net loss to net cash used for operating activities: |                               |             |
| Depreciation and amortization  | 2,472                         | 2,491       |
| Loss on sale/disposal of fixed assets  | 6                             | 2           |
| Amortization of deferred lease incentive                                     | (489)                         | (486)       |
| Loss on sale of marketable securities  |                               | 33          |
| Other-than-temporary impairment of marketable securities                     |                               | 402         |
| Loss on forward contracts  | 33                            | 182         |
| Stock and deferred share unit compensation                                   | 2,345                         | 2,226       |
| Deferred rent  | 33                            | 1,057       |
| Changes in operating assets and liabilities:                                 |                               |             |
| Accounts receivable  | (235)                         | (1,489)     |
| Unbilled revenue   | (589)                         | 2,091       |
| Inventory  | 602                           | 1,636       |
| Prepaid and other current assets   | 67                            | (1,033)     |
| Restricted cash  | 47                            | 48          |
| Other assets   | (11)                          | 12          |
| Accounts payable   | 737                           | 991         |
| Accrued compensation   | (1,959)                       | 2,061       |
| Other accrued liabilities  | 1,249                         | (1,473)     |
| Deferred revenue   | 809                           | 6,622       |
| Proceeds from landlord for tenant improvements                               |                               | 750         |
| Net cash used for operating activities                                       | (20,266)                      | (377)       |
| Cash flows from investing activities:  |                               |             |
| Proceeds from maturities or sales of marketable securities                   | 628                           | 7,232       |
| Purchases of property and equipment, net                                     | (888)                         | (1,037)     |
| Payments from settlement of forward contracts                                | (26)                          | (279)       |
| Net cash (used for) provided by investing activities                         | (286)                         | 5,916       |
| Cash flows from financing activities:  |                               |             |
| Proceeds from stock options exercised  | 2,133                         | 268         |
| Net cash provided by financing activities                                    | 2,133                         | 268         |
| Net change in cash and cash equivalents                                      | (18,419)                      | 5,807       |
| Cash and cash equivalents, beginning balance                                 | 69,639                        | 31,619      |
| Cash and cash equivalents, ending balance                                    | \$ 51,220                     | \$ 37,426   |



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The accompanying notes are an integral part of the consolidated financial statements.

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**IMMUNOGEN, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**December 31, 2009**

**A. Summary of Significant Accounting Policies**

*Basis of Presentation*

The accompanying unaudited consolidated financial statements at December 31, 2009 and June 30, 2009 and for the three and six months ended December 31, 2009, and 2008 include the accounts of ImmunoGen, Inc., or the Company, and its wholly-owned subsidiaries, ImmunoGen Securities Corp. and ImmunoGen Europe Limited. The consolidated financial statements include all of the adjustments, consisting only of normal recurring adjustments, which management considers necessary for a fair presentation of the Company's financial position in accordance with accounting principles generally accepted in the U.S. for interim financial information. Certain information and footnote disclosures normally included in the Company's annual financial statements have been condensed or omitted. The preparation of interim financial statements requires the use of management's estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the interim financial statements and the reported amounts of revenues and expenditures during the reported period. The results of the interim periods are not necessarily indicative of the results for the entire year. Accordingly, the interim financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended June 30, 2009.

*Subsequent Events*

The Company has evaluated all events or transactions that occurred after December 31, 2009 up through January 29, 2010, the date the Company issued these financial statements. During this period the Company did not have any material recognizable or unrecognizable subsequent events.

*Other-than-Temporary Impairments*

An other-than-temporary impairment must be recognized through earnings if an investor has the intent to sell the debt security or if it is more likely than not that the investor will be required to sell the debt security before recovery of its amortized cost basis. In the event of a credit loss, only the amount associated with the credit loss is recognized in net loss. The amount of loss relating to other factors is recorded in accumulated other comprehensive loss.

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The Company adopted certain provisions of FASB's Accounting Standards Codification(ASC) Topic 820, Investments Debt and Equity Securities, on April 1, 2009. As a result of the adoption, \$54,000 of previously recognized other-than-temporary impairment charges was reclassified to other comprehensive loss as a cumulative effect adjustment.

The Company conducts periodic reviews to identify and evaluate each investment that has an unrealized loss, which exists when the current fair value of an individual security is less than its amortized cost basis. Unrealized losses on available-for-sale securities that are determined to be temporary, and not related to credit loss, are recorded in accumulated other comprehensive loss.

For available-for-sale debt securities with unrealized losses, management performs an analysis to assess whether it intends to sell or whether it would more likely than not be required to sell the security before the expected recovery of the amortized cost basis. Where the Company intends to sell a security, or may be required to do so, the security's decline in fair value is deemed to be other-than-temporary and the full amount of the unrealized loss is recorded in the statement of operations as an other-than-temporary impairment charge. When this is not the case, the Company performs additional analysis on all securities with unrealized losses to evaluate losses associated with the creditworthiness of the security. Credit losses are identified where the Company does not expect to receive cash flows, based on using a single best estimate, sufficient to recover the amortized cost basis of a security and these are recognized in other income (expense), net.

### *Fair Value of Financial Instruments*

Fair value is defined under ASC Topic 820 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under Topic 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. The topic describes a fair value hierarchy to measure fair value which is based on three levels of inputs, of which the first two are considered observable and the last unobservable, as follows:

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- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

As of December 31, 2009, the Company held certain assets that are required to be measured at fair value on a recurring basis, including our cash equivalents and marketable securities. In accordance with Topic 820, the following table represents the fair value hierarchy for our financial assets measured at fair value on a recurring basis as of December 31, 2009 (in thousands):

|  | Total     | Fair Value Measurements at December 31, 2009 Using                      |   |  |
|--|-----------|---|---|--|
|  |           | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Cash, cash equivalents and restricted cash | \$ 55,681 | \$ 55,681   | \$  | \$   |
| Available-for-sale marketable securities   | 1,213     |   | 1,213   |  |
|  | \$ 56,894 | \$ 55,681   | \$ 1,213  | \$   |

The fair value of the Company's investments is generally determined from market prices based upon either quoted prices from active markets or other significant observable market transactions at fair value.

The carrying amounts reflected in the consolidated balance sheets for accounts receivable, unbilled revenue, restricted cash, prepaid and other current assets, accounts payable, accrued compensation, and other accrued liabilities approximate fair value due to their short-term nature.

## Unbilled Revenue

The majority of the Company's unbilled revenue at December 31, 2009 and June 30, 2009 represents research funding earned based on actual resources utilized under the Company's agreements with various collaborators.

## Inventory

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Inventory costs primarily relate to clinical trial materials being manufactured for sale to the Company's collaborators. Inventory is stated at the lower of cost or market as determined on a first-in, first-out (FIFO) basis.

Inventory at December 31, 2009 and June 30, 2009 is summarized below (in thousands):

|                 | <b>December 31,<br/>2009</b> | <b>June 30,<br/>2009</b> |
|-----------------|------------------------------|--------------------------|
| Raw materials   | \$ 1,234                     | \$ 952                   |
| Work in process |                              | 884                      |
| Total           | \$ 1,234                     | \$ 1,836                 |

All Targeted Antibody Payload, or TAP, product candidates currently in preclinical and clinical testing through ImmunoGen or its collaborators include either DM1 or DM4 as a cell-killing agent. Raw materials inventory consists entirely of DM1 and DM4, collectively referred to as DMx.

Inventory cost is stated net of write-downs of \$1.7 million and \$1.8 million as of December 31, 2009 and June 30, 2009, respectively. The write-downs represent the cost of raw materials that the Company considers to be in excess of a twelve-month supply based on firm, fixed orders and projections from its collaborators as of the respective balance sheet date. The Company recorded \$530,000 of expense related to excess inventory during the three-month period ended December 31, 2009. No similar charges were recorded during the three or six-month period ended December 31, 2008.

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### Computation of Net Loss per Common Share

Basic and diluted net loss per share is calculated based upon the weighted average number of common shares outstanding during the period. The Company's common stock equivalents, as calculated in accordance with the treasury-stock accounting method, are shown in the following table (in thousands):

|  | Three Months Ended<br>December 31, |       | Six Months Ended<br>December 31, |       |
|--|------------------------------------|-------|----------------------------------|-------|
|  | 2009                               | 2008  | 2009                             | 2008  |
| Options to purchase common stock                     | 6,489                              | 5,629 | 6,489                            | 5,629 |
| Common stock equivalents under treasury stock method | 1,910                              | 312   | 1,956                            | 516   |

The Company's common stock equivalents have not been included in the net loss per share calculation because their effect is anti-dilutive due to the Company's net loss position.

### Comprehensive Loss

For the three and six months ended December 31, 2009, total comprehensive loss equaled \$12.9 million and \$25.2 million, respectively. For the three and six months ended December 31, 2008, total comprehensive loss equaled \$7.3 million and \$16.6 million, respectively. Comprehensive loss is comprised of the Company's net loss for the period and unrealized gains and losses recognized on available-for-sale marketable securities.

### Stock-Based Compensation

As of December 31, 2009, the Company is authorized to grant future awards under one employee share-based compensation plan, which is the ImmunoGen, Inc. 2006 Employee, Director and Consultant Equity Incentive Plan, or the 2006 Plan. As amended, the 2006 Plan provides for the issuance of Stock Grants, the grant of Options and the grant of Stock-Based Awards for up to 4,500,000 shares of the Company's common stock, as well as any shares of common stock that are represented by awards granted under the previous stock option plan, the ImmunoGen, Inc. Restated Stock Option Plan, or the Former Plan, that are forfeited, expire or are cancelled without delivery of shares of common stock; provided, however, that no more than 5,900,000 shares shall be added to the Plan from the Former Plan, pursuant to this provision. Option awards are granted with an exercise price equal to the market price of the Company's stock at the date of grant. Options vest at various periods of up to four years and may be exercised within ten years of the date of grant.

The fair value of each stock option is estimated on the date of grant using the Black-Scholes option-pricing model with the assumptions noted in the following table. As the Company has not paid dividends since inception, nor does it expect to pay any dividends for the foreseeable future, the expected dividend yield assumption is zero. Expected volatility is based exclusively on historical volatility data of the Company's stock. The expected term of stock options granted is based exclusively on historical data and represents the period of time that stock options granted are expected to be outstanding. The expected term is calculated for and applied to one group of stock options as the Company does not expect

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substantially different exercise or post-vesting termination behavior among its employee population. The risk-free rate of the stock options is based on the U.S. Treasury rate in effect at the time of grant for the expected term of the stock options.

|                         | Three Months Ended December 31, |        | Six Months Ended December 31, |        |
|-------------------------|---------------------------------|--------|-------------------------------|--------|
|                         | 2009                            | 2008   | 2009                          | 2008   |
| Dividend                | None                            | None   | None                          | None   |
| Volatility              | 59.32%                          | 63.39% | 59.95%                        | 63.33% |
| Risk-free interest rate | 2.95%                           | 3.11%  | 3.21%                         | 3.14%  |
| Expected life (years)   | 7.1                             | 7.1    | 6.9                           | 7.1    |

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Using the Black-Scholes option-pricing model, the weighted average grant date fair values of options granted during the three months ended December 31, 2009 and 2008 were \$4.89 and \$2.65 per share, respectively, and \$5.87 and \$2.71 for options granted during the six months ended December 31, 2009 and 2008, respectively.

Stock compensation expense incurred during the three and six months ended December 31, 2009 was \$1.2 million and \$2.1 million, respectively. Stock compensation expense incurred during the three and six months ended December 31, 2008 was \$838,000 and \$2.1 million, respectively.

As of December 31, 2009, the estimated fair value of unvested employee awards was \$7.1 million, net of estimated forfeitures. The weighted-average remaining vesting period for these awards is approximately three years.

During the six months ended December 31, 2009, holders of options issued under the Company's equity plans exercised their rights to acquire an aggregate of 363,000 shares of common stock at prices ranging from \$2.03 to \$8.57 per share. The total proceeds to the Company from these option exercises were approximately \$2.1 million.

*Financial Instruments and Concentration of Credit Risk*

The Company's cash and cash equivalents consist principally of U.S. Government and agency-backed money market funds which are maintained with two financial institutions in the U.S. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of marketable securities. Marketable securities at December 31, 2009 generally consist of high-grade corporate bonds and asset-backed securities. The Company has classified its marketable securities as available-for-sale and, accordingly, carries such securities at aggregate fair value. The cost of securities sold is based on the specific identification method. The Company's investment policy, approved by the Board of Directors, limits the amount it may invest in any one type of investment, thereby reducing credit risk concentrations.

Derivative instruments include a portfolio of short duration foreign currency forward contracts intended to mitigate the risk of exchange fluctuations for existing or anticipated receivable and payable balances denominated in foreign currency. Derivatives are estimated at fair value and classified as other current assets or liabilities. The fair value of these instruments represent the present value of estimated future cash flows under the contracts, which are a function of underlying interest rates, currency rates, related volatility, counterparty creditworthiness and duration of the contracts. Changes in these factors or a combination thereof may affect the fair value of these instruments.

The Company does not designate foreign currency forward contracts as hedges for accounting purposes, and changes in the fair value of these instruments are recognized in earnings during the period of change. Because the Company enters into forward contracts only as an economic hedge, any gain or loss on the underlying foreign-denominated existing or anticipated receivable or payable balance would be offset by the loss or gain on the forward contract. For the three and six months ended December 31, 2009, net losses recognized on forward contracts were \$49,000 and \$33,000, respectively, and are included in the accompanying consolidated statement of operations as other income (expense), net. As of December 31, 2009, the Company had outstanding forward contracts with amounts equivalent to approximately \$1.2 million (815,000 in Euros), all maturing on or before January 29, 2010. As of June 30, 2009, the Company had outstanding forward contracts with amounts equivalent to approximately \$517,000 (371,000 in Euros). For the three and six months ended December 31, 2008, net losses recognized on forward contracts were \$79,000 and \$182,000, respectively. The Company does not anticipate using derivative instruments for any purpose other



than hedging our exchange rate exposure.

*Segment Information*

During the three and six months ended December 31, 2009, the Company continued to operate in one reportable business segment which is the business of discovery of monoclonal antibody-based anticancer therapeutics.

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The percentages of revenues recognized from significant customers of the Company in the three and six months ended December 31, 2009 and 2008 are included in the following table:

|                               | Three Months Ended<br>December 31, |      | Six Months Ended<br>December 31, |      |
|-------------------------------|------------------------------------|------|----------------------------------|------|
|                               | 2009                               | 2008 | 2009                             | 2008 |
| <b>Collaborative Partner:</b> |                                    |      |                                  |      |
| Amgen                         | 30%                                | 1%   | 18%                              | 2%   |
| Bayer                         | 5%                                 | 2%   | 23%                              | 1%   |
| Biogen Idec                   | 23%                                | 2%   | 13%                              | 7%   |
| Biotest                       | 11%                                | 13%  | 13%                              | 15%  |
| sanofi-aventis                | 25%                                | 80%  | 26%                              | 68%  |

There were no other customers of the Company with significant revenues in the three and six months ended December 31, 2009 and 2008.

*Recent Accounting Pronouncements*

In October 2009, the FASB issued Accounting Standards Update 2009-13, *Multiple-Deliverable Revenue Arrangements*, which establishes the accounting and reporting guidance for arrangements under which a vendor will perform multiple revenue-generating activities. This statement becomes effective for the Company's fiscal year 2011. The Company is evaluating the impact this statement will have on its financial statements.

In August 2009, the FASB issued Accounting Standards Update No. 2009-05, *Measuring Liabilities at Fair Value*, which provides clarification that in circumstances where a quoted market price in an active market for an identical liability is not available, a reporting entity must measure fair value of the liability using one of the following techniques: 1) the quoted price of the identical liability when traded as an asset; 2) quoted prices for similar liabilities or similar liabilities when traded as assets; or 3) another valuation technique, such as a present value technique or the amount that the reporting entity would pay to transfer the identical liability or would receive to enter into the identical liability that is consistent with the provisions of the standard. This standard was adopted by the Company during the first quarter of fiscal 2010 and it did not have a material effect on the Company's financial position or results of operations.

The provisions of ASC Topic 810, *Consolidations*, related to the changes to how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated will be effective for fiscal years beginning after November 15, 2009 (the Company's fiscal year 2011). Early application is not permitted. The Company does not expect the adoption of these provisions to have a significant impact on its financial position or results of operations.

Certain provisions of ASC Topic 860, *Transfers and Servicing*, require enhanced information reported to users of financial statements by providing greater transparency about transfers of financial assets and an entity's continuing involvement in transferred financial assets. The provisions are effective for fiscal years beginning after November 15, 2009 (the Company's fiscal year 2011). The Company does not expect the adoption of these provisions to have a significant impact on its financial position or results of operations.

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In January 2010, the FASB issued Accounting Standards Update No. 2010-01, Accounting for Distributions to Shareholders with Components of Stock and Cash, a consensus of the FASB Emerging Issues Task Force. The amendments in this Update clarify that the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a potential limitation on the total amount of cash that all shareholders can elect to receive in the aggregate is considered a share issuance that is reflected in earnings per share prospectively and is not a stock dividend for purposes of applying ASC Topics 505 and 260 (Equity and Earnings per Share). Update No. 2010-01 is generally effective for interim and fiscal periods ending on or after December 15, 2009, and should be applied on a retrospective basis. The adoption of this statement did not have an impact on the financial position or results of operations of the Company.

### **B. Significant Collaborative Agreements**

#### *sanofi-aventis*

In August 2006, sanofi-aventis exercised its final remaining option to extend the term of the research collaboration with the Company until August 31, 2008, and committed to pay the Company a minimum of \$10.4 million in research support over the twelve months beginning September 1, 2007. The two companies subsequently agreed to extend the date of payment through October 31, 2008 to enable completion of previously agreed-upon research. The Company recorded the research funding as it was earned based

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upon its actual resources utilized in the collaboration. The Company earned \$81.5 million of committed funding over the duration of the research program and is now compensated for research performed for sanofi-aventis on a mutually agreed-upon basis.

In October 2006, sanofi-aventis licensed non-exclusive rights to use the Company's proprietary resurfacing technology to humanize antibodies to targets not included in the collaboration, including antibodies for non-cancer applications. Under the terms of the license, the Company received a \$1 million license fee, half of which was paid upon contract signing and the second half was paid in August 2008. The Company has deferred the \$1 million upfront payment and is recognizing this amount as revenue over the five-year term of the agreement.

In August 2008, sanofi-aventis exercised its option under a 2006 agreement for expanded access to the Company's TAP technology. The Company received \$3.5 million with the exercise of this option in August 2008, in addition to the \$500,000 the Company received in December 2006 with the signing of the option agreement. The agreement has a three-year term from the date of the exercise of the option and can be renewed by sanofi-aventis for one additional three-year term by payment of a \$2 million fee. The Company has deferred the \$3.5 million exercise fee and is recognizing this amount as revenue over the initial three-year option term.

*Genentech (a wholly owned member of the Roche Group)*

In May 2000, the Company entered into a license agreement with Genentech that granted Genentech exclusive rights to use our maytansinoid TAP technology with antibodies, such as trastuzumab, that target HER2. We received a \$2 million upfront payment from Genentech upon execution of the agreement. We also are entitled to up to \$44 million in milestone payments from Genentech under this agreement, as amended in May 2006, in addition to royalties on the net sales of any resulting product. Through December 31, 2009, the Company has received \$13.5 million in milestone payments.

In May 2000, the Company also entered into a right-to-test agreement with Genentech that granted Genentech the right to test the Company's maytansinoid TAP technology with Genentech antibodies to a defined number of targets on an exclusive basis for specified option periods and to take exclusive licenses for individual targets on agreed-upon terms to use the Company's maytansinoid TAP technology to develop products. Under this agreement, Genentech licensed exclusive rights to use the Company's maytansinoid TAP technology with antibodies to four undisclosed targets. The most recent license was taken in December 2008. For each license taken, we received a \$1 million license fee and may receive up to \$38 million in milestone payments.

*Bayer HealthCare AG*

In October 2008, the Company entered into a development and license agreement with Bayer HealthCare AG. The Company received a \$4 million upfront payment upon execution of the agreement, which the Company has deferred and is recognizing as revenue ratably over the estimated period of substantial involvement. In September 2009, Bayer reached a preclinical milestone which triggered a \$1 million payment to the Company. This milestone is included in license and milestone fees for the six months ended December 31, 2009.

*Amgen, Inc.*

In September 2009 and November 2009, the Company entered into two development and license agreements with Amgen Inc. granting Amgen the exclusive right to use the Company's maytansinoid TAP technology to develop anticancer therapeutics to specific targets. These licenses were taken under an agreement established in 2000 between ImmunoGen and Abgenix, Inc., which later was acquired by Amgen. Under the terms of the licenses, the Company received a \$1 million upfront payment with each license taken. The Company has deferred the \$1 million upfront payments and is recognizing these amounts as revenue ratably over the estimated periods of substantial involvement.

Additional information on the agreements the Company has with these and other companies is described elsewhere in this Quarterly Report and in its 2009 Annual Report on Form 10-K.

### **C. Capital Stock**

#### *2001 Non-Employee Director Stock Plan*

During the three and six months ended December 31, 2009, the Company recorded approximately \$(4,000) and \$(12,000) in expense reduction, respectively, related to stock units outstanding under the Company's 2001 Non-Employee Director Stock Plan. The value of the stock units is adjusted to market value at each reporting period as the redemption amount of stock units for this plan will be paid in cash. No stock units have been issued under the 2001 Plan subsequent to June 30, 2004. During the three and six months ended December 31, 2008, the Company recorded approximately \$(9,000) and \$19,000 in (expense reduction) or compensation expense, respectively.

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*2004 Non-Employee Director Compensation and Deferred Share Unit Plan*

The 2004 Non-Employee Director Compensation and Deferred Share Unit Plan, or 2004 Director Plan, was amended on September 5, 2006. Under the terms of the amended 2004 Director Plan, the redemption amount of deferred share units will be paid in shares of common stock of the Company. In addition, the vesting for annual retainers was to take place quarterly over the three years after the award and the number of deferred share units awarded for all compensation is now based on the market value of the Company's common stock on the date of the award.

On September 16, 2009, the Board adopted a new Compensation Policy for Non-Employee Directors, which superseded the 2004 Plan and made certain changes to the compensation of its non-employee directors. The policy was amended on November 11, 2009 to provide that, whenever the Board has a non-employee Chairman in lieu of a Lead Director, the cash payment for the non-employee Chairman of the Board shall be the same as the cash compensation that would otherwise have been payable to the Lead Director. Effective November 12, 2009, non-employee directors became entitled to receive annual meeting fees and committee fees under the new policy. The new policy made changes to the equity portion of the non-employee director compensation, but left the cash portion unchanged. Effective November 11, 2009, non-employee directors became entitled to receive deferred stock units under the new policy as follows.

- New non-employee directors will be initially awarded a number of deferred stock units having an aggregate market value of \$65,000, based on the closing price of our common stock on the date of their initial election to the Board. These awards will vest quarterly over three years from the date of grant, contingent upon the individual remaining a director of ImmunoGen as of each vesting date.
- On the first anniversary of a non-employee director's initial election to the Board, such non-employee director will be awarded a number of deferred stock units having an aggregate market value of \$30,000, based on the closing price of our common stock on such date of grant and pro-rated based on the number of whole months remaining between the first day of the month in which such grant date occurs and the first October 31 following the grant date. These awards will generally vest quarterly over approximately the period from the grant date to the first November 1 following the grant date, contingent upon the individual remaining a director of ImmunoGen as of each vesting date.
- Thereafter, non-employee directors in general will be annually awarded a number of deferred stock units having an aggregate market value of \$30,000, based on the closing price of our common stock on the date of our annual meeting of shareholders. These awards will vest quarterly over approximately one year from the date of grant, contingent upon the individual remaining a director of ImmunoGen as of each vesting date.

As with the 2004 Plan, vested deferred stock units are redeemed on the date a director ceases to be a member of the Board, at which time such director's deferred stock units will be settled in shares of our common stock issued under our 2006 Plan at a rate of one share for each vested deferred stock unit then held. Any deferred stock units that remain unvested at that time will be forfeited. The new policy provides that all unvested deferred stock units will automatically vest immediately prior to the occurrence of a change of control, as defined in the 2006 Plan.

In connection with the adoption of the new compensation policy, the Board also amended the 2004 Plan as follows:

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- All unvested deferred stock awards (other than any unvested initial awards) were vested in full on September 16, 2009 unless the date such deferred stock units were credited to the non-employee director was less than one year prior to September 16, 2009, in which case such unvested deferred stock units will vest on the first anniversary of the date such deferred stock units were credited to the non-employee director.

- All unvested deferred stock awards will automatically vest prior to the occurrence of a change of control.

During the three and six months ended December 31, 2009, the Company recorded approximately \$75,000 and \$292,000 in compensation expense, respectively, related to deferred share units issued and outstanding under the amended 2004 Director Plan. During the three and six months ended December 31, 2008, the Company recorded approximately \$37,000 and \$71,000 in compensation expense, respectively.

Table of Contents**D. Marketable Securities**

As of December 31, 2009, \$51.2 million in cash and money market funds were classified as cash and cash equivalents. The Company's cash, cash equivalents and marketable securities as of December 31, 2009 are as follows (in thousands):

|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair Value |
|--|-------------------|------------------------------|-------------------------------|-------------------------|
| Cash and money market funds                          | \$ 51,220         | \$                           | \$                            | \$ 51,220               |
| Asset-backed securities                              |                   |                              |                               |                         |
| Current  | 119               | 16                           | (2)                           | 133                     |
| Non-current  | 922               | 183                          | (50)                          | 1,055                   |
| Corporate notes                                      |                   |                              |                               |                         |
| Non-current  | 25                |                              |                               | 25                      |
| Total  | \$ 52,286         | \$ 199                       | \$ (52)                       | \$ 52,433               |
| Less amounts classified as cash and cash equivalents | (51,220)          |                              |                               | (51,220)                |
| Total marketable securities                          | \$ 1,066          | \$ 199                       | \$ (52)                       | \$ 1,213                |

As of June 30, 2009, \$69.6 million in cash and money market funds were classified as cash and cash equivalents. The Company's cash, cash equivalents and marketable securities as of June 30, 2009 are as follows (in thousands):

|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair Value |
|--|-------------------|------------------------------|-------------------------------|-------------------------|
| Cash and money market funds                          | \$ 69,639         | \$                           | \$                            | \$ 69,639               |
| Asset-backed securities                              |                   |                              |                               |                         |
| Current  | 395               | 25                           | (25)                          | 395                     |
| Non-current  | 1,024             | 201                          | (410)                         | 815                     |
| Corporate notes                                      |                   |                              |                               |                         |
| Current  | 250               |                              |                               | 250                     |
| Non-current  | 25                | 1                            |                               | 26                      |
| Total  | \$ 71,333         | \$ 227                       | \$ (435)                      | \$ 71,125               |
| Less amounts classified as cash and cash equivalents | (69,639)          |                              |                               | (69,639)                |
| Total marketable securities                          | \$ 1,694          | \$ 227                       | \$ (435)                      | \$ 1,486                |

During the six month period ended December 31, 2009, the Company had no realized gains or losses on the sale of investments, compared to realized losses of \$33,000 during the same period last year.

As of December 31, 2009, the Company had 14 individual securities in its investment portfolio, of which six were in an unrealized loss position. The aggregate fair value of investments with unrealized losses was approximately \$561,000, of which \$244,000 had been in an unrealized loss position for more than one year, as of December 31, 2009. All such other investments as of December 31, 2009 were either not in a loss position or have been or were in an unrealized loss position for less than a year. As of June 30, 2009, the Company had 19 individual securities in its investment portfolio, of which seven were in an unrealized loss position. The aggregate fair value of investments with unrealized losses was



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approximately \$705,000 as of June 30, 2009, of which \$332,000 had been in an unrealized loss position for more than a year, as of June 30, 2009. See Note A *Other-than-Temporary Impairments*. The Company reviewed its investments with unrealized losses and as a result recorded \$266,000 and \$402,000 as other-than-temporary impairment charges during the three and six months ended December 31, 2008, respectively. No similar charges were recorded during the three or six months ended December 31, 2009.

### **E. Commitments and Contingencies**

Effective July 27, 2007, the Company entered into a lease agreement with Intercontinental Fund III for the rental of approximately 89,000 square feet of laboratory and office space at 830 Winter Street, Waltham, MA. The Company uses this space for its corporate headquarters, research and other operations. The initial term of the lease is for twelve years with an option for the Company to extend the lease for two additional terms of five years. The Company is required to pay certain operating expenses for the leased premises subject to escalation charges for certain expense increases over a base amount. The Company entered into a sublease in December 2009 for 14,100 square feet of this space in Waltham through January 2015.

As part of the lease agreement, the Company received a construction allowance of up to approximately \$13.3 million to build out laboratory and office space to the Company's specifications. After completion, the Company had recorded \$12 million of leasehold

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improvements under the construction allowance. The Company received \$10.8 million from the landlord and paid out the same amount towards these leasehold improvements. The remaining balance of the improvements was paid directly by the landlord. The lease term began on October 1, 2007, when the Company obtained physical control of the space in order to begin construction.

Under the terms of the agreement, any remaining construction allowance was to be applied evenly as a credit to rent for the first year. The final balance of the construction allowance was determined in August 2008, resulting in a credit of \$1.3 million to the Company from the landlord during fiscal year 2009 relating to the first year of occupancy, of which \$1.0 million was accounted for during the six-month period ended December 31, 2008.

At December 31, 2009, the Company also leases facilities in Norwood and Cambridge, MA under agreements through 2011. The Company is required to pay certain operating expenses for the leased premises subject to escalation charges for certain expense increases over a base amount. The Company entered into a sub-sublease in May 2008 for the entire space in Cambridge, MA through October 2010, the remainder of the sublease.

The minimum rental commitments, including real estate taxes and other expenses, for the next five fiscal years and thereafter under the non-cancelable operating lease agreements discussed above are as follows (in thousands):

|  |    |         |
|--|----|---------|
| 2010 (six months remaining)                  | \$ | 3,135   |
| 2011   |    | 5,887   |
| 2012   |    | 4,859   |
| 2013   |    | 4,859   |
| 2014   |    | 4,925   |
| Thereafter                                   |    | 30,248  |
| Total minimum lease payments                 | \$ | 53,913  |
| Total minimum rental payments from subleases |    | (3,687) |
| Total minimum lease payments, net            | \$ | 50,226  |

**F. Income Taxes**

During the six months ended December 31, 2009, the Company recognized \$162,000 of tax benefit associated with U.S. research and development tax credits against which the Company had previously provided a full valuation allowance, but which became refundable as a result of federal legislation passed in 2009. Due to the degree of uncertainty related to the ultimate use of loss carryforwards and tax credits, the Company has established a valuation allowance to fully reserve its remaining tax benefits.

**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**OVERVIEW**

Since our inception, we have been principally engaged in the development of novel, targeted therapeutics for the treatment of cancer using our expertise in cancer biology, monoclonal antibodies, and small-molecule cytotoxic, or cell-killing, agents. Our Targeted Antibody Payload, or TAP, technology uses antibodies to deliver a potent cytotoxic agent specifically to cancer cells, and consists of a tumor-targeting monoclonal antibody with one of our proprietary cell-killing agents attached using one of our engineered linkers. The antibody component enables a TAP compound to bind specifically to cancer cells that express a particular target antigen, the highly potent cytotoxic agent serves to kill the cancer cell, and the engineered linker controls the release of the cytotoxic agent inside the cancer cell. Our TAP technology is designed to enable the creation of highly effective, well-tolerated anticancer products. All of our and our collaborative partners' TAP compounds currently in preclinical and clinical testing contain either DM1 or DM4 as the cytotoxic agent. Both DM1 and DM4 are our proprietary derivatives of a naturally occurring substance called maytansine. We also use our expertise in antibodies and cancer biology to develop naked, or non-conjugated, antibody anticancer product candidates.

We have entered into collaborative agreements that enable companies to use our TAP technology to develop commercial product candidates to specified targets. We have also used our proprietary TAP technology in conjunction with our in-house antibody expertise to develop our own anticancer product candidates. Under the terms of our collaborative agreements, we are generally entitled to upfront fees, milestone payments and royalties on any commercial product sales. In addition, under certain agreements we are entitled to research and development funding based on activities performed at our collaborative partner's request. We are reimbursed for our direct and a portion of overhead costs to manufacture preclinical and clinical materials and, under certain collaborative agreements, the reimbursement includes a profit margin. Currently, our collaborative partners include Amgen, Bayer HealthCare, Biogen Idec, Biotest, Genentech (a wholly owned member of the Roche Group) and sanofi-aventis. We expect that substantially all of our revenue for the foreseeable future will result from payments under our collaborative arrangements. Details for some of our major and recent collaborative agreements follow.

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*sanofi-aventis* In July 2003, we entered into a discovery, development and commercialization collaboration with sanofi-aventis. Inclusive of its extensions, the agreement entitled us to receive committed research funding totaling \$79.3 million over the five years of the research collaboration. The two companies subsequently agreed to extend the date of payment through October 31, 2008 to enable completion of previously agreed-upon research. We earned \$81.5 million of committed research funding for activities performed under the completed research term of this agreement, and are now compensated for research performed for sanofi-aventis on a mutually agreed-upon basis.

The collaboration agreement also provides for certain other payments based on the achievement of product candidate milestones and royalties on sales of any resulting products, if and when such sales commence. For the targets included in the collaboration at this time, we are entitled to milestone payments potentially totaling \$21.5 million for each product candidate developed under this agreement. Through December 31, 2009, we have earned and received an aggregate of \$10.5 million in milestone payments under this agreement for compounds covered under this agreement now or in the past.

Additionally, in October 2006, sanofi-aventis licensed non-exclusive rights to use our proprietary humanization technology, which enables antibodies of murine origin to avoid detection by the human immune system. Under the terms of the license, we received a \$1 million license fee, half of which was paid upon contract signing and the second half was paid in August 2008. We have deferred the \$1 million upfront payment and are recognizing this amount as revenue over the five-year term of the agreement.

In August 2008, sanofi-aventis exercised its option under a 2006 agreement for expanded access to our TAP technology. We received \$3.5 million with the exercise of this option in August 2008, in addition to the \$500,000 we received in December 2006 with the signing of the option agreement. The agreement has a three-year term from the date of the exercise of the option and can be renewed by sanofi-aventis for one additional three-year term by payment of a \$2 million fee. We have deferred the \$3.5 million exercise fee and are recognizing this amount as revenue over the initial three-year option term.

*Genentech* In May 2000, we entered into a license agreement with Genentech that granted Genentech exclusive rights to use our maytansinoid TAP technology with antibodies, such as trastuzumab, that target HER2. We received a \$2 million upfront payment from Genentech upon execution of the agreement. We also are entitled to up to \$44 million in milestone payments from Genentech under this agreement, as amended in May 2006, in addition to royalties on the net sales of any resulting product. Through December 31, 2009, we have received \$13.5 million in milestone payments.

In May 2000, we also entered into a right-to-test agreement with Genentech that granted Genentech the right to test our maytansinoid TAP technology with Genentech antibodies to a defined number of targets on an exclusive basis for specified option periods and to take exclusive licenses for individual targets on agreed-upon terms to use our maytansinoid TAP technology to develop products. Under this agreement, Genentech licensed exclusive rights to use our maytansinoid TAP technology with antibodies to four undisclosed targets. The most recent license was taken in December 2008. For each license taken, we received a \$1 million license fee and may receive up to \$38 million in milestone payments.

*Bayer HealthCare* In October 2008, we entered into a development and license agreement with Bayer HealthCare AG. The agreement grants Bayer HealthCare exclusive rights to use our maytansinoid TAP technology to develop and commercialize therapeutic compounds to a specific target. We received a \$4 million upfront payment upon execution of the agreement, and for each compound developed and marketed by Bayer HealthCare under this collaboration we could potentially receive up to \$170.5 million in milestone payments; additionally, we are entitled to receive royalties on the sales of any resulting products. We will be compensated by Bayer HealthCare at a stipulated rate for work performed on behalf of Bayer HealthCare under a mutually agreed-upon research plan and budget which may be amended from time to time during the term of

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the agreement. We also are entitled to receive payments for manufacturing any preclinical and clinical materials made at the request of Bayer HealthCare as well as for any related process development activities. We have deferred the \$4 million upfront payment and are recognizing this amount as revenue over the estimated period of substantial involvement. In September 2009, Bayer reached a preclinical milestone which triggered a \$1.0 million payment to us. This milestone is included in license and milestone fees for the six-month period ended December 31, 2009.

*Amgen, Inc.* In September 2009 and November 2009, we entered into two development and license agreements with Amgen Inc. granting Amgen the exclusive right to use our maytansinoid TAP technology to develop anticancer therapeutics to specific targets. These licenses were taken under an agreement established in 2000 between ImmunoGen and Abgenix, Inc., which later was acquired by Amgen. The agreement grants Amgen certain rights to test our maytansinoid TAP technology with antibodies and to license on agreed-upon terms the right to use the technology with antibodies to individual targets to develop products. Under the terms of the licenses, we received a \$1 million upfront payment with each license taken. We have deferred the \$1 million upfront payments and are recognizing these amounts as revenue ratably over the estimated periods of substantial involvement. We also are entitled to receive milestone payments potentially totaling \$34 million plus royalties on the sales of any resulting products. When milestone fees are specifically tied to a separate earnings process and are deemed to be substantive and at risk, revenue will be recognized when such milestones are achieved. Amgen is responsible for the development, manufacturing, and marketing of any products resulting from this license.

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To date, we have not generated revenues from commercial product sales and we expect to incur significant operating losses for the foreseeable future. As of December 31, 2009, we had approximately \$52.4 million in cash and marketable securities compared to \$71.1 million in cash and marketable securities as of June 30, 2009.

We anticipate that future cash expenditures will be partially offset by collaboration-derived proceeds, including milestone payments, clinical material reimbursements and upfront fees. Accordingly, period-to-period operational results may fluctuate dramatically based upon the timing of receipt of the proceeds. We believe that our established collaborative agreements, while subject to specified milestone achievements, will provide funding to assist us in meeting obligations under our collaborative agreements while also assisting in providing funding for the development of internal product candidates and technologies. However, we can give no assurances that such collaborative agreement funding will, in fact, be realized in the time frames we expect, or at all. Should we or our partners not meet some or all of the terms and conditions of our various collaboration agreements, we may be required to pursue additional strategic partners, secure alternative financing arrangements, and/or defer or limit some or all of our research, development and/or clinical projects. However, we cannot provide assurance that any such opportunities presented by additional strategic partners or alternative financing arrangements will be entirely available to us, if at all.

*Critical Accounting Policies*

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the U.S. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to our collaborative agreements and inventory. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates.

Certain provisions of ASC Topic 820, Investments – Debt and Equity Securities, related to other non-financial assets and liabilities was adopted for the Company on July 1, 2009 and did not have a material impact on our financial position or results of operations upon adoption; however, this standard may impact us in subsequent periods and require additional disclosures. Refer to *Note A – Fair Value of Financial Instruments* to our unaudited consolidated financial statements included in Item 1 of this Quarterly Report for a discussion of our adoption of this standard.

There were no other significant changes to our critical accounting policies from those disclosed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2009.

**RESULTS OF OPERATIONS**

*Comparison of Three Months ended December 31, 2009 and 2008*

*Revenues*

Our total revenues for the three months ended December 31, 2009 and 2008 were \$3.1 million and \$9.3 million, respectively. The \$6.2 million decrease in revenues in the three months ended December 31, 2009 from the same period in the prior year is attributable to a decrease in research and development support revenue, license and milestone fees and clinical materials reimbursement revenue, all of which are discussed below.

Research and development support was \$1.3 million for the three months ended December 31, 2009 compared with \$2.3 million for the three months ended December 31, 2008. These amounts primarily represent research funding earned based on actual resources utilized under our agreements with our collaborators shown in the table below. The decreased research and development support fees in the current period compared to the prior year period is primarily due to a reduction in the amount earned from sanofi-aventis with the conclusion of its committed funding obligations in the first half of fiscal 2009, partially offset by revenues earned under or development and collaborations agreements with Amgen. Also included in research and development support revenue are development fees charged for reimbursement of our direct and overhead costs incurred in producing and delivering research-grade materials to our collaborators and for developing antibody-specific conjugation processes on behalf of our collaborators and potential collaborators during the early evaluation and preclinical testing stages of drug development. The amount of development fees we earn is directly related to the number of our collaborators and potential collaborators, the stage of development of our collaborators' product candidates and the resources our collaborators allocate to the development effort. As such, the amount of development fees may vary widely from quarter to quarter and year to year. Total revenue recognized from research and development support from each of our collaborative partners in the three-month periods ended December 31, 2009 and 2008 is included in the following table (in thousands):

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| Research and Development Support | Three months ended December 31, |          |
|----------------------------------|---------------------------------|----------|
|                                  | 2009                            | 2008     |
| Collaborative Partner:           |                                 |          |
| Amgen                            | \$ 717                          | \$ 90    |
| Bayer HealthCare                 |                                 | 169      |
| Biogen Idec                      | 300                             | 429      |
| Biotest                          | 157                             |          |
| Genentech                        | 35                              | 1,595    |
| sanofi-aventis                   |                                 |          |
| Total                            | \$ 1,283                        | \$ 2,283 |

Revenues from license and milestone fees for the three months ended December 31, 2009 decreased \$3.9 million to \$827,000 from \$4.8 million in the same period ended December 31, 2008. Included in license and milestone fees for the three months ended December 31, 2008 was a \$4 million milestone related to the initiation of Phase II clinical testing of AVE1642 by sanofi-aventis. Total revenue from license and milestone fees recognized from each of our collaborative partners in the three-month periods ended December 31, 2009 and 2008 is included in the following table (in thousands):

| License and Milestone Fees | Three months ended December 31, |          |
|----------------------------|---------------------------------|----------|
|                            | 2009                            | 2008     |
| Collaborative Partner:     |                                 |          |
| Amgen                      | \$ 180                          | \$ 128   |
| Bayer HealthCare           | 154                             | 103      |
| Biogen Idec                | 57                              | 57       |
| Biotest                    | 42                              | 42       |
| Centocor                   | 35                              | 34       |
| Genentech                  |                                 | 43       |
| sanofi-aventis             | 359                             | 4,359    |
| Total                      | \$ 827                          | \$ 4,766 |

Deferred revenue of \$13.6 million as of December 31, 2009 primarily represents payments received from our collaborators pursuant to our license agreements, which we have yet to earn pursuant to our revenue recognition policy.

Clinical materials reimbursement decreased by approximately \$1.3 million in the three months ended December 31, 2009, to \$998,000 from \$2.3 million in the three months ended December 31, 2008. We are reimbursed for certain of our direct and overhead costs to produce clinical materials plus, for certain programs, a profit margin. The amount of clinical materials reimbursement we earn, and the related cost of clinical materials charged to research and development expense, is directly related to the number of clinical trials our collaborators are preparing or have underway, the speed of enrollment in those trials, the dosage schedule of each clinical trial and the time period, if any, during which patients in the trial receive clinical benefit from the clinical materials, and the supply of clinical grade material to our collaborators for process development and analytical purposes. As such, the amount of clinical materials reimbursement revenue and the related cost of clinical materials charged to research and development expense may vary significantly from quarter to quarter and year to year.

*Research and Development Expenses*

Our net research and development expenses relate to (i) research to evaluate new targets and to develop and evaluate new antibodies, linkers and cytotoxic agents, (ii) preclinical testing of our own and, in certain instances, our collaborators' product candidates, and the cost of our own



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clinical trials, (iii) development related to clinical and commercial manufacturing processes and (iv) manufacturing operations which also includes raw material and process improvement efforts.

Research and development expense for the three months ended December 31, 2009 decreased \$677,000 to \$12.2 million from \$12.9 million for the three months ended December 31, 2008. The decrease was primarily due to decreased contract service expense, lower cost of clinical materials reimbursed and lower antibody development and supply costs, partially offset by increased salaries and related expenses, greater clinical trial costs and lower overhead utilization.

We are unable to accurately estimate which potential product candidates, if any, will eventually move into our internal preclinical research program. We are unable to reliably estimate the costs to develop these products as a result of the uncertainties related to discovery research efforts as well as preclinical and clinical testing. Our decision to move a product candidate into the clinical development phase is predicated upon the results of preclinical tests. We cannot accurately predict which, if any, of the discovery stage product candidates will advance from preclinical testing and move into our internal clinical development program. The clinical trial and regulatory approval processes for our product candidates that have advanced or that we intend to advance to clinical testing

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are lengthy, expensive and uncertain in both timing and outcome. As a result, the pace and timing of the clinical development of our product candidates is highly uncertain and may not ever result in approved products. Completion dates and development costs will vary significantly for each product candidate and are difficult to predict. A variety of factors, many of which are outside our control, could cause or contribute to the prevention or delay of the successful completion of our clinical trials, or delay or prevent our obtaining necessary regulatory approvals. The costs to take a product through clinical trials are dependent upon, among other factors, the clinical indications, the timing, size and design of each clinical trial, the number of patients enrolled in each trial, and the speed at which patients are enrolled and treated. Product candidates may be found to be ineffective or to cause unacceptable side effects during clinical trials, may take longer to progress through clinical trials than anticipated, may fail to receive necessary regulatory approvals or may prove impractical to manufacture in commercial quantities at reasonable cost or with acceptable quality.

The lengthy process of securing FDA approvals for new drugs requires the expenditure of substantial resources. Any failure by us to obtain, or any delay in obtaining, regulatory approvals would materially adversely affect our product development efforts and our business overall. Accordingly, we cannot currently estimate, with any degree of certainty, the amount of time or money that we will be required to expend in the future on our product candidates prior to their regulatory approval, if such approval is ever granted. As a result of these uncertainties surrounding the timing and outcome of our clinical trials, we are currently unable to estimate when, if ever, our product candidates that have advanced into clinical testing will generate revenues and cash flows.

We do not track our research and development costs by project. Since we use our research and development resources across multiple research and development projects, we manage our research and development expenses within each of the categories listed in the following table and described in more detail below (in thousands):

| Research and Development Expense       | Three Months Ended December 31, |        |      |        |
|--|---------------------------------|--------|------|--------|
|  | 2009                            |        | 2008 |        |
| Research                               | \$                              | 3,492  | \$   | 3,470  |
| Preclinical and Clinical Testing       |                                 | 2,978  |      | 2,671  |
| Process and Product Development        |                                 | 1,453  |      | 1,467  |
| Manufacturing Operations               |                                 | 4,288  |      | 5,280  |
| Total Research and Development Expense | \$                              | 12,211 | \$   | 12,888 |

**Research:** Research includes expenses associated with activities to identify and evaluate new targets and to develop and evaluate new antibodies, linkers and cytotoxic agents for our products and in support of our collaborators. Such expenses primarily include personnel, fees to in-license certain technology, facilities and lab supplies. Research expenses for the three months ended December 31, 2009 increased \$22,000 compared to the three months ended December 31, 2008.

**Preclinical and Clinical Testing:** Preclinical and clinical testing includes expenses related to preclinical testing of our own and, in certain instances, our collaborators' product candidates, regulatory activities, and the cost of our own clinical trials. Such expenses include personnel, patient enrollment at our clinical testing sites, consultant fees, contract services, and facility expenses. Preclinical and clinical testing expenses for the three months ended December 31, 2009 increased \$307,000 to \$3.0 million compared to \$2.7 million for the three months ended December 31, 2008. This increase is primarily the result of an increase in clinical trial costs resulting from increased patient enrollment and increased data management costs and an increase in salaries and related expenses due to the addition of an executive officer and higher salary levels.

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**Process and Product Development:** Process and product development expenses include costs for development of clinical and commercial manufacturing processes for our own and collaborator compounds. Such expenses include the costs of personnel, contract services and facility expenses. For the three months ended December 31, 2009, total development expenses decreased \$14,000 compared to the three months ended December 31, 2008.

**Manufacturing Operations:** Manufacturing operations expense includes costs to manufacture preclinical and clinical materials for our own and our collaborator's product candidates, and quality control and quality assurance activities and costs to support the operation and maintenance of our conjugate manufacturing facility. Such expenses include personnel, raw materials for our and our collaborators' preclinical studies and clinical trials, development costs with contract manufacturing organizations, manufacturing supplies, and facilities expense. For the three months ended December 31, 2009, manufacturing operations expense decreased \$992,000 to \$4.3 million compared to \$5.3 million in the same period last year. The decrease in the three months ended December 31, 2009 as compared to the three months ended December 31, 2008 is primarily the result of a decrease in contract service expense, a decrease in cost of clinical materials reimbursed and a decrease in antibody development and supply costs due to timing of supply requirements. Partially offsetting these decreases, overhead utilization from the manufacture of clinical materials on behalf of our collaborators decreased during the current period.

Table of Contents*General and Administrative Expenses*

General and administrative expenses for the three months ended December 31, 2009 increased \$365,000 to \$3.9 million compared to \$3.5 million for the three months ended December 31, 2008. This increase is primarily due to an increase in patent expenses, an increase in consulting fees and an increase in directors' fees, partially offset by a decrease in salaries and related expenses.

*Other (Expense) Income, net*

Other (expense) income, net for the three months ended December 31, 2009 and 2008 is included in the following table (in thousands):

| <b>Other (Expense) Income, net</b> | <b>Three Months Ended December 31,</b> |      |             |       |
|------------------------------------|--|------|-------------|-------|
|                                    | <b>2009</b>                            |      | <b>2008</b> |       |
| Interest Income                    | \$                                     | 45   | \$          | 142   |
| Other than Temporary Impairment    |  |      |             | (266) |
| Other Income (Expense)             |  | (64) |             | (5)   |
| Total Other (Expense) Income, net  | \$                                     | (19) | \$          | (129) |

*Interest Income*

Interest income for the three months ended December 31, 2009 decreased \$97,000 to \$45,000 from \$142,000 for the three months ended December 31, 2008. The decrease in interest income is primarily the result of lower yields on investments reflecting lower market rates.

*Other than Temporary Impairment*

During the three months ended December 31, 2008, we recognized \$266,000 in charges for the impairment of available-for-sale securities that were determined to be other-than-temporary following a decline in value. There were no such charges for the three months ended December 31, 2009.

*Other Income (Expense)*

Other expense for the three months ended December 31, 2009 and 2008 was \$64,000 and \$5,000, respectively. During the three months ended December 31, 2009 we recorded net losses on forward contracts of \$49,000 compared to net losses on forward contracts of \$79,000 for the three

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months ended December 31, 2008. We incurred \$(9,000) and \$67,000 in foreign currency translation (losses) gains related to obligations with non-U.S. dollar-based suppliers during the three months ended December 31, 2009 and 2008, respectively.

### *Comparison of Six Months ended December 31, 2009 and 2008*

#### *Revenues*

Our total revenues for the six months ended December 31, 2009 and 2008 were \$6.2 million and \$15.5 million, respectively. The \$9.3 million decrease in revenues in the six months ended December 31, 2009 from the same period in the prior year is attributable to a decrease in research and development support revenue, license and milestone fees and clinical materials reimbursement revenue, all of which are discussed below.

Research and development support was \$2.1 million for the six months ended December 31, 2009 compared with \$5.5 million for the six months ended December 31, 2008. These amounts primarily represent research funding earned based on actual resources utilized under our agreements with our collaborators as shown in the table below. The decreased research and development support fees in the current period compared to the prior year period is primarily due to a reduction in the amount earned from sanofi-aventis with the conclusion of its committed funding obligations in the first half of fiscal 2009. Also included in research and development support revenue are development fees charged for reimbursement of our direct and overhead costs incurred in producing and delivering research-grade materials to our collaborators and for developing antibody-specific conjugation processes on behalf of our collaborators and potential collaborators during the early evaluation and preclinical testing stages of drug development. The amount of development fees we earn is directly related to the number of our collaborators and potential collaborators, the stage of development of our collaborators' product candidates and the resources our collaborators allocate to the development effort. As such, the amount of development fees may vary widely from quarter to quarter and year to year. Total revenue recognized from research and development

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support from each of our collaborative partners in the six-month periods ended December 31, 2009 and 2008 is included in the following table (in thousands):

| Research and Development Support | Six months ended December 31, |          |
|----------------------------------|-------------------------------|----------|
|                                  | 2009                          | 2008     |
| Collaborative Partner:           |                               |          |
| Amgen                            | \$ 750                        | \$ 3     |
| Bayer HealthCare                 |                               | 122      |
| Biogen Idec                      | 82                            | 407      |
| Biotest                          | 728                           | 954      |
| Genentech                        | 352                           | 9        |
| sanofi-aventis                   | 153                           | 3,945    |
| Other                            |                               | 50       |
| Total                            | \$ 2,065                      | \$ 5,490 |

Revenues from license and milestone fees for the six months ended December 31, 2009 decreased \$4.3 million to \$2.7 million from \$7.0 million in the same period ended December 31, 2008. Included in license and milestone fees for the six months ended December 31, 2009 was a \$1 million preclinical milestone earned pursuant to our development and license agreement with Bayer. Included in license and milestone fees for the six months ended December 31, 2008 was a \$4 million milestone related to the initiation of Phase II clinical testing of AVE1642 by sanofi-aventis and a \$500,000 milestone related to the initiation of Phase I clinical testing of BT-062 by Biotest. Also in the prior period, Millennium Pharmaceuticals and Boehringer Ingelheim agreed to terminate their licenses with us that were no longer being used to develop products and as a result, we recognized as license and milestone fees \$361,000 and \$486,000, respectively, of upfront fees previously deferred. Total revenue from license and milestone fees recognized from each of our collaborative partners in the six-month periods ended December 31, 2009 and 2008 is included in the following table (in thousands):

| License and Milestone Fees | Six months ended December 31, |          |
|----------------------------|-------------------------------|----------|
|                            | 2009                          | 2008     |
| Collaborative Partner:     |                               |          |
| Amgen                      | \$ 327                        | \$ 253   |
| Bayer HealthCare           | 1,308                         | 103      |
| Biogen Idec                | 114                           | 114      |
| Biotest                    | 84                            | 584      |
| Boehringer Ingelheim       |                               | 486      |
| Centocor                   | 69                            | 69       |
| Genentech                  | 39                            | 74       |
| Millennium Pharmaceuticals |                               | 361      |
| sanofi-aventis             | 717                           | 4,945    |
| Total                      | \$ 2,658                      | \$ 6,989 |

Clinical materials reimbursement decreased by approximately \$1.5 million in the six months ended December 31, 2009, to \$1.5 million from \$3.0 million in the six months ended December 31, 2008. We are reimbursed for certain of our direct and overhead costs to produce clinical materials plus, for certain programs, a profit margin. The amount of clinical materials reimbursement we earn, and the related cost of clinical materials charged to research and development expense, is directly related to the number of clinical trials our collaborators are preparing or have underway, the speed of enrollment in those trials, the dosage schedule of each clinical trial and the time period, if any, during which patients in the trial receive clinical benefit from the clinical materials, and the supply of clinical grade material to our collaborators for process development and analytical purposes. As such, the amount of clinical materials reimbursement revenue and the related cost of clinical materials charged to research and development expense may vary significantly from quarter to quarter and year to year.

*Research and Development Expenses*

Research and development expense for the six months ended December 31, 2009 decreased \$349,000 to \$24.4 million from \$24.7 million for the six months ended December 31, 2008.

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Our categories of research and development expenses are listed in the following table and described in more detail below (in thousands):

| Research and Development Expense       | Six Months Ended December 31, |        |      |        |
|--|-------------------------------|--------|------|--------|
|  | 2009                          |        | 2008 |        |
| Research                               | \$                            | 7,108  | \$   | 7,073  |
| Preclinical and Clinical Testing       |                               | 6,212  |      | 4,913  |
| Process and Product Development        |                               | 2,929  |      | 3,055  |
| Manufacturing Operations               |                               | 8,150  |      | 9,707  |
| Total Research and Development Expense | \$                            | 24,399 | \$   | 24,748 |

**Research:** Research includes expenses associated with activities to identify and evaluate new targets and to develop and evaluate new antibodies, linkers and cytotoxic agents for our products and in support of our collaborators. Such expenses primarily include personnel, fees to in-license certain technology, facilities and lab supplies. Research expenses for the six months ended December 31, 2009 increased \$35,000 compared to the six months ended December 31, 2008.

**Preclinical and Clinical Testing:** Preclinical and clinical testing includes expenses related to preclinical testing of our own and, in certain instances, our collaborators' product candidates, regulatory activities, and the cost of our own clinical trials. Such expenses include personnel, patient enrollment at our clinical testing sites, consultant fees, contract services, and facility expenses. Preclinical and clinical testing expenses for the six months ended December 31, 2009 increased \$1.3 million to \$6.2 million compared to \$4.9 million for the six months ended December 31, 2008. This increase is primarily the result of an increase in clinical trial costs resulting from additional sites opened, increased patient enrollment and increased data management costs and an increase in salaries and related expenses due to the addition of an executive officer and higher salary levels.

**Process and Product Development:** Process and product development expenses include costs for development of clinical and commercial manufacturing processes for our own and collaborator compounds. Such expenses include the costs of personnel, contract services and facility expenses. For the six months ended December 31, 2009, total development expenses decreased \$126,000 to \$2.9 million, compared to \$3.1 million for the six months ended December 31, 2008.

**Manufacturing Operations:** Manufacturing operations expense includes costs to manufacture preclinical and clinical materials for our own and our collaborator's product candidates, and quality control and quality assurance activities and costs to support the operation and maintenance of our conjugate manufacturing facility. Such expenses include personnel, raw materials for our and our collaborators' preclinical studies and clinical trials, development costs with contract manufacturing organizations, manufacturing supplies, and facilities expense. For the six months ended December 31, 2009, manufacturing operations expense decreased \$1.5 million to \$8.2 million compared to \$9.7 million in the same period last year. The decrease in the six months ended December 31, 2009 as compared to the six months ended December 31, 2008 is primarily the result of a decrease in contract service expense, a decrease in cost of clinical materials reimbursed and a decrease in antibody development and supply costs due to timing of supply requirements. Partially offsetting these decreases, overhead utilization from the manufacture of clinical materials on behalf of our collaborators decreased during the current period.

#### *General and Administrative Expenses*



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General and administrative expenses for the six months ended December 31, 2009 increased \$279,000 to \$7.5 million compared to \$7.2 million for the six months ended December 31, 2008. This increase is primarily due to an increase in patent expenses, an increase in consulting fees, an increase in directors' fees and an increase in other general corporate expenses, partially offset by a decrease in salaries and related expenses.

### *Other (Expense) Income, net*

Other (expense) income, net for the six months ended December 31, 2009 and 2008 is included in the following table (in thousands):

| <b>Other (Expense) Income, net</b>       | <b>Six Months Ended December 31,</b> |                 |
|--|--------------------------------------|-----------------|
|  | <b>2009</b>                          | <b>2008</b>     |
| Interest Income                          | \$ 102                               | \$ 445          |
| Net Realized Losses on Investments       |                                      | (33)            |
| Other than Temporary Impairment          |                                      | (402)           |
| Other Income (Expense)                   | 23                                   | (123)           |
| <b>Total Other (Expense) Income, net</b> | <b>\$ 125</b>                        | <b>\$ (113)</b> |

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***Interest Income***

Interest income for the six months ended December 31, 2009 decreased \$343,000 to \$102,000 from \$445,000 for the six months ended December 31, 2008. The decrease in interest income is primarily the result of lower yields on investments reflecting lower market rates.

***Net Realized Losses on Investments***

Net realized losses on investments were \$33,000 for the six months ended December 31, 2008. There were no losses recognized in the six months ended December 31, 2009. The difference is attributable to market conditions and to the timing of investment sales.

***Other than Temporary Impairment***

During the six months ended December 31, 2008, we recognized \$402,000 in charges for the impairment of available-for-sale securities that were determined to be other-than-temporary following a decline in value. There were no such charges for the six months ended December 31, 2009.

***Other Income (Expense)***

Other income (expense) for the six months ended December 31, 2009 and 2008 was \$23,000 and \$(123,000), respectively. During the six months ended December 31, 2009 we recorded net losses on forward contracts of \$33,000 compared to net losses on forward contracts of \$182,000 for the six months ended December 31, 2008. We incurred \$61,000 and \$51,000 in foreign currency translation gains related to obligations with non-U.S. dollar-based suppliers during the six months ended December 31, 2009 and 2008, respectively.

**LIQUIDITY AND CAPITAL RESOURCES**

|   | December 31,<br>2009 | June 30,<br>2009 |
|---|----------------------|------------------|
|   | (In thousands)       |                  |
| Cash, cash equivalents and short-term investments | \$ 52,433            | \$ 71,125        |
| Working capital                                   | 46,958               | 65,738           |
| Shareholders' equity                              | 46,319               | 66,857           |

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Six Months Ended December 31,  
2009 2008

|  | (In thousands) |          |
|--|----------------|----------|
| Cash used for operating activities               | \$ (20,266)    | \$ (377) |
| Cash (used for) provided by investing activities | (286)          | 5,916    |
| Cash provided by financing activities            | 2,133          | 268      |

*Cash Flows*

We require cash to fund our operating expenses, including the advancement of our own clinical programs, and to make capital expenditures. Historically, we have funded our cash requirements primarily through equity financings in public markets and payments from our collaborators, including equity investments, license fees and research funding. As of December 31, 2009, we had approximately \$52.4 million in cash and marketable securities. Net cash used in operations was \$20.3 million and \$377,000 for the six months ended December 31, 2009 and 2008, respectively. The principal use of cash in operating activities for all periods presented was to fund our net loss.

Net cash (used for) provided by investing activities was \$(286,000) and \$5.9 million for the six months ended December 31, 2009 and 2008, respectively, and substantially represents cash inflows from the sales and maturities of marketable securities partially offset by capital expenditures. Capital expenditures, primarily for the purchase of new equipment, were \$888,000 and \$1.0 million for the six-month periods ended December 31, 2009 and 2008, respectively.

Net cash provided by financing activities was \$2.1 million and \$268,000 for the six months ended December 31, 2009 and 2008, respectively, which represents proceeds from the exercise of approximately 363,000 and 109,000 stock options, respectively.

We anticipate that our current capital resources and future collaborator payments will enable us to meet our operational expenses and capital expenditures for the balance of fiscal 2010 and fiscal year 2011. However, we cannot provide assurance that such collaborative agreement funding will, in fact, be received. Should we or our partners not meet some or all of the terms and conditions of our various collaboration agreements, we may be required to pursue additional strategic partners, secure alternative financing arrangements, and/or defer or limit some or all of our research, development and/or clinical projects.

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*Contractual Obligations*

Effective July 2007, we entered into a lease agreement with Intercontinental Fund III for the rental of approximately 89,000 square feet of laboratory and office space at 830 Winter Street, Waltham, MA which we use for our corporate headquarters, research and other operations. In December 2009, we entered into a sublease for 14,100 square feet of our office and laboratory space at 830 Winter Street, Waltham, MA through January 2015. There have been no other material changes to our contractual obligations outside the ordinary course of business from those disclosed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2009.

*Recent Accounting Pronouncements*

In October 2009, the FASB issued Accounting Standards Update 2009-13, *Multiple-Deliverable Revenue Arrangements*, which establishes the accounting and reporting guidance for arrangements under which a vendor will perform multiple revenue-generating activities. This statement becomes effective for our fiscal year 2011. We are evaluating this statement and the effect it will have on our financial statements.

In August 2009, the FASB issued Accounting Standards Update No. 2009-05, *Measuring Liabilities at Fair Value*, which provides clarification that in circumstances where a quoted market price in an active market for an identical liability is not available, a reporting entity must measure fair value of the liability using one of the following techniques: 1) the quoted price of the identical liability when traded as an asset; 2) quoted prices for similar liabilities or similar liabilities when traded as assets; or 3) another valuation technique, such as a present value technique or the amount that the reporting entity would pay to transfer the identical liability or would receive to enter into the identical liability that is consistent with the provisions of the standard. This standard becomes effective for the first reporting period (including interim periods) beginning after issuance. We adopted this standard in the current period and do not expect it to have a material effect on our financial position or results of operations.

The provisions of ASC Topic 810, *Consolidations*, related to the changes to how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated will be effective for fiscal years beginning after November 15, 2009 (our fiscal year 2011). Early application is not permitted. We do not expect the adoption of these provisions to have a significant impact on our financial position or results of operations.

Certain provisions of ASC Topic 860, *Transfers and Servicing*, require enhanced information reported to users of financial statements by providing greater transparency about transfers of financial assets and an entity's continuing involvement in transferred financial assets. The provisions are effective for fiscal years beginning after November 15, 2009 (our fiscal year 2011). We do not expect the adoption of the provisions to have a significant impact on our financial position or results of operations.

In January 2010, the FASB issued Accounting Standards Update No. 2010-01, *Accounting for Distributions to Shareholders with Components of Stock and Cash*, a consensus of the FASB Emerging Issues Task Force. The amendments in this Update clarify that the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a potential limitation on the total amount of cash that all shareholders can elect to receive in the aggregate is considered a share issuance that is reflected in earnings per share prospectively and is not a stock dividend for purposes of applying ASC Topics 505 and 260 (Equity and Earnings per Share). Update No. 2010-01 is generally effective for interim and fiscal periods ending on or after December 15, 2009, and should be applied on a retrospective basis. The adoption of this

statement did not have an impact on the financial position or results of operations of the Company.

*Forward-Looking Statements*

This quarterly report includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to analyses and other information which are based on forecasts of future results and estimates of amounts that are not yet determinable. There are a number of factors that could cause actual events or results to be significantly different from those described in the forward-looking statements. Forward-looking statements might include, but are not limited to, one or more of the following subjects:

- future products revenues, expenses, liquidity and cash needs;
- anticipated redemptions from an investment fund;
- anticipated agreements with collaboration partners;
- anticipated clinical trial timelines or results;
- anticipated research and product development results;
- projected regulatory timelines;
- descriptions of plans or objectives of management for future operations, products or services;
- forecasts of future economic performance; and
- descriptions or assumptions underlying or relating to any of the above items.

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Forward-looking statements can be identified by the fact that they do not relate to historical or current facts. They use words such as anticipate, estimate, expect, project, intend, opportunity, plan, potential, believe or words of similar meaning. They may also use words such as should, could or may. Given these uncertainties, you should not place undue reliance on these forward-looking statements, which speak only as of the date of this report. You should review carefully the risks and uncertainties identified in this Quarterly Report on Form 10-Q, including the cautionary information set forth under Part II, Item 1A., Risk Factors, and our Annual Report on Form 10-K for the year ended June 30, 2009. We may not revise these forward-looking statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

**OFF-BALANCE SHEET ARRANGEMENTS**

None.

**ITEM 3.      *Quantitative and Qualitative Disclosure about Market Risk***

Our market risks, and the ways we manage them, are summarized in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" of our Annual Report on Form 10-K for the fiscal year ended June 30, 2009. Since then there have been no material changes to our market risks or to our management of such risks.

**ITEM 4.      *Controls and Procedures***

(a)      *Disclosure Controls and Procedures*

The Company's management, with the participation of its principal executive officer and principal financial officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, the Company's principal executive officer and principal financial officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were adequate and effective.

(b)      *Changes in Internal Controls*

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2009 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.





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**PART II. OTHER INFORMATION**

**ITEM 1A. Risk Factors**

You should carefully review and consider the information regarding certain factors that could materially affect our business, financial condition or future results set forth under Item 1A. (Risk Factors) in our Annual Report on Form 10-K for the fiscal year ended June 30, 2009. There have been no material changes from the factors disclosed in our 2009 Annual Report on Form 10-K, although we may disclose changes to such factors or disclose additional factors from time to time in our future filings with the Securities and Exchange Commission.

**ITEM 4. Submission of Matters to a Vote of Security Holders**

Our 2009 Annual Meeting of Shareholders was held on November 11, 2009 (the Meeting). At the Meeting, shareholders fixed the number of Directors constituting the full Board of Directors at nine. The voting results were as follows:

|          |            |
|----------|------------|
| For:     | 41,800,872 |
| Against: | 1,198,104  |
| Abstain: | 121,731    |

At the Meeting, the shareholders elected nine Directors as follows:

|                              | <b>FOR</b> | <b>WITHHELD</b> |
|------------------------------|------------|-----------------|
| Mitchel Sayare, Ph.D.        | 41,776,321 | 1,344,387       |
| Daniel M. Junius             | 42,059,978 | 1,060,730       |
| David W. Carter              | 42,167,197 | 953,511         |
| Stephen C. McCluski          | 41,419,143 | 1,701,565       |
| Nicole Onetto, MD            | 42,266,132 | 854,576         |
| Howard Pien                  | 41,725,754 | 1,394,954       |
| Mark Skaletsky               | 41,902,946 | 1,217,762       |
| Joseph J. Villafranca, Ph.D. | 42,091,163 | 1,029,545       |
| Richard J. Wallace           | 42,092,070 | 1,028,638       |

At the Meeting, shareholders approved an amendment to our Restated Articles of Organization to increase the number of authorized shares of common stock from 75,000,000 to 100,000,000. The voting results were as follows:

|          |            |
|----------|------------|
| For:     | 37,900,606 |
| Against: | 4,960,611  |
| Abstain: | 259,490    |

**ITEM 6.**

***Exhibits***

- 10.1 Compensation Policy for Non-Employee Directors, as amended
- 10.2 Severance Agreement dated as of December 17, 2009 between the Registrant and Suzanne Cadden
- 10.3 Employment offer letter between the Registrant and Suzanne Cadden
- 31.1 Certification of Principal Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certifications of Principal Executive Officer and Principal Financial Officer under Section 906 of the Sarbanes- Oxley Act of 2002.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**ImmunoGen, Inc.**

Date: January 29, 2010

By: /s/ Daniel M. Junius  
Daniel M. Junius  
President, Chief Executive Officer (Principal  
Executive Officer)

Date: January 29, 2010

By: /s/ Gregory D. Perry  
Gregory D. Perry  
Senior Vice President, Chief Financial Officer  
(Principal Financial and Accounting Officer)

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**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | Compensation Policy for Non-Employee Directors, as amended   |
| 10.2               | Severance Agreement dated as of December 17, 2009 between the Registrant and Suzanne Cadden  |
| 10.3               | Employment offer letter between the Registrant and Suzanne Cadden  |
| 31.1               | Certification of Principal Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.                                  |
| 31.2               | Certification of Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.                                  |
| 32                 | Certifications of Principal Executive Officer and Principal Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002. |