

IMMUNOGEN INC
Form SC 13G
August 07, 2017

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G

Under the
Securities
Exchange Act of
1934
(Amendment
No.)*

ImmunoGen,
Inc.
(Name of
Issuer)

Common Stock,
par value \$0.01
per share
(Title of Class
of Securities)

45253H101
(CUSIP
Number)

August 2, 2017
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is
filed:

☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

(Page 1 of 14
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

8

4,894,938
shares of
Common Stock
issuable upon
conversion of
4.50%
Convertible
Senior Notes
due 2021

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

4,894,938 shares of
Common Stock
issuable upon
conversion of 4.50%
Convertible Senior
Notes due 2021

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW
(9)

5.2%

TYPE OF

REPORTING

12

PERSON

OO

CUSIP No. 45253H101 13G Page 3 of 14 Pages

1	NAME OF REPORTING PERSON
	Polygon Management Ltd.
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	Cayman Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER 0 SHARED VOTING POWER
6	4,894,938 shares of Common Stock issuable upon conversion of 4.50% Convertible Senior Notes due 2021
7	SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER

4,894,938
shares of
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AGGREGATE
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PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

5.2%

TYPE OF

REPORTING

12

PERSON

OO

	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER
	0
	SHARED VOTING POWER
	4,894,938 shares of
6	Common Stock issuable upon conversion of 4.50% Convertible Senior Notes due 2021
	SOLE DISPOSITIVE POWER
7	
	0
8	SHARED DISPOSITIVE POWER

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PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

5.2%

TYPE OF

REPORTING

12

PERSON

PN

	United Kingdom
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER
	0
	SHARED VOTING POWER
	4,894,938 shares of
6	Common Stock issuable upon conversion of 4.50% Convertible Senior Notes due 2021
	SOLE DISPOSITIVE POWER
7	
	0
8	SHARED DISPOSITIVE POWER

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CLASS

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11

AMOUNT IN ROW

(9)

5.2%

TYPE OF

REPORTING

12

PERSON

PN

CUSIP No. 45253H101 13GPage 6 of 14 Pages

1	NAME OF REPORTING PERSON
	TFG Asset Management L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
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SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

5.2%

TYPE OF

REPORTING

12

PERSON

IA; PN

NAME OF
REPORTING
PERSON

Patrick G. G. Dear
CHECK

THE

APPROPRIATE

BOX IF A

MEMBER (b) "

OF A

GROUP

SEC USE ONLY

CITIZENSHIP OR

PLACE OF

ORGANIZATION

United Kingdom

NUMBER OF
SHARES

BENEFICIALLY 5
OWNED BY

EACH

REPORTING

PERSON WITH:

SOLE
VOTING
POWER

0

SHARED
VOTING
POWER

4,894,938

shares of

6 Common Stock
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conversion of
4.50%

Convertible
Senior Notes
due 2021

SOLE
DISPOSITIVE
POWER

0

8 SHARED DISPOSITIVE POWER

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CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

5.2%

TYPE OF

REPORTING

12

PERSON

IN

NAME OF
REPORTING
PERSON

Reade E. Griffith
CHECK

THE

APPROPRIATE

BOX IF A
MEMBER (b) "

OF A

GROUP

SEC USE ONLY
CITIZENSHIP OR
PLACE OF
ORGANIZATION

United Kingdom

NUMBER OF
SHARES

BENEFICIALLY 5
OWNED BY

EACH

REPORTING

PERSON WITH:

SOLE
VOTING
POWER

0

SHARED
VOTING
POWER

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Senior Notes
due 2021

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AMOUNT IN ROW

(9)

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TYPE OF

REPORTING

12

PERSON

IN

Item 1.

(a) NAME OF ISSUER

ImmunoGen, Inc. (the "Issuer").

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

830 Winter Street
Waltham, MA 02451

Item 2.

(a) NAME OF PERSON FILING

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

(c) CITIZENSHIP

This Schedule 13G is filed on behalf of the following persons and entities (collectively, the "Reporting Persons").

Polygon Convertible Opportunity Master Fund (the "Master Fund")

P.O. Box 309

Ugland House

Grand Cayman, E9 KY1-1104

Citizenship: Cayman Islands

Polygon Management Ltd. (the "General Partner")

P.O. Box 309

Ugland House

Grand Cayman, E9 KY1-1104

Citizenship: Cayman Islands

Polygon Global Partners LP (the "US Investment Manager")

399 Park Avenue

22nd Floor

New York, NY 10022

Citizenship: Delaware

Polygon Global Partners LLP (the "UK Investment Manager")

4 Sloane Terrace

London, X0 SW1X9DQ

United Kingdom

Citizenship: United Kingdom

TFG Asset Management L.P. (the "Manager")

PO Box 309

Ugland House

Grand Cayman, E9 KY1-1104

Citizenship: Cayman Islands

Patrick G. G. Dear ("Mr. Dear")

c/o Polygon Global Partners LLP

4 Sloane Terrace

London, X0 SW1X9DQ

United Kingdom

Citizenship: United Kingdom

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Reade E. Griffith ("Mr. Griffith")

c/o Polygon Global Partners LLP

4 Sloane Terrace

London, X0 SW1X9DQ

United Kingdom

Citizenship: United Kingdom

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, \$0.01 par value (the "Common Stock")

Item 2(e). CUSIP NUMBER

45253H101

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "

A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(g) "

A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(h) "

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the ..Investment Company Act;

(i) "

- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The percentages used in this Schedule 13G are calculated based upon 89,348,389 shares of Common Stock outstanding as of March 31, 2017, as reported in the Company's Prospectus filed pursuant to Rule 424(b)(5) filed with the Securities and Exchange Commission on May 11, 2017 and assumes the conversion of the 4.50% Convertible Senior Notes due 2021 held by the Master Fund.

All of the 4.50% Convertible Senior Notes due 2021 are directly held by the Master Fund. The Manager, the US Investment Manager, the UK Investment Manager and the General Partner have voting and dispositive power over the securities held by the Master Fund. Messrs. Dear and Griffith control the Manager, the US Investment Manager, the UK Investment Manager and the General Partner. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Sections 13 of the Securities Exchange Act of 1934, the beneficial owner of the shares of Common Stock reported herein.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item
10. CERTIFICATION

By signing below each of the undersigned certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

DATE: August 7, 2017

POLYGON CONVERTIBLE OPPORTUNITY MASTER FUND

/s/ Michael Humphries

Name: Michael Humphries

Title: Director

POLYGON MANAGEMENT LTD.

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Authorized Person

POLYGON GLOBAL PARTNERS LP

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Principal

POLYGON GLOBAL PARTNERS LLP

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Principal

TFG ASSET MANAGEMENT L.P.

By: Polygon Management Ltd., its general partner

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Authorized Person

/s/ Patrick G. G. Dear

Patrick G. G. Dear

/s/ Reade E. Griffith

Reade E. Griffith

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Exhibit 1

JOINT FILING AGREEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: August 7, 2017

POLYGON CONVERTIBLE OPPORTUNITY MASTER FUND

/s/ Michael Humphries

Name: Michael Humphries

Title: Director

POLYGON MANAGEMENT LTD.

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Authorized Person

POLYGON GLOBAL PARTNERS LP

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Principal

POLYGON GLOBAL PARTNERS LLP

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Principal

TFG ASSET MANAGEMENT L.P.

By: Polygon Management Ltd., its general partner

/s/ Reade E. Griffith

Name: Reade E. Griffith

Title: Authorized Person

/s/ Patrick G. G. Dear

Patrick G. G. Dear

/s/ Reade E. Griffith

Reade E. Griffith