

IMMUNOGEN INC
Form SC 13G/A
February 10, 2011

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

IMMUNOGEN, INC.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
45253H101
(CUSIP Number)
December 31, 2010
(Date of Event Which Requires Filing 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)

* 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).

CUSIP No. 45253H101

1. NAMES OF REPORTING PERSONS
BB Biotech AG

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a) p
(b) o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Switzerland

5. SOLE VOTING POWER
NUMBER OF 0

6. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 3,924,778

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8. SHARED DISPOSITIVE POWER
WITH: 3,924,778

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,924,778

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

5.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

HC,CO

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CUSIP No. 45253H101

NAMES OF REPORTING PERSONS

1. Biotech Target N.V.

I.R.S. Identification Nos. of above persons (entities only): N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Netherlands Antilles

SOLE VOTING POWER

5.

NUMBER OF 0

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 3,924,778

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8.

WITH: 3,924,778

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

3,924,778

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 3,924,778**
- (b) Percent of class: 5.8%**
- (c) Number of shares as to which the person has:**
 - (i) Sole power to vote or to direct the vote 0**
 - (ii) Shared power to vote or to direct the vote 3,924,778**
 - (iii) Sole power to dispose or to direct the disposition of 0**
 - (iv) Shared power to dispose or to direct the disposition of 3,924,778**

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Item 10. Certification

By signing below I certify that, to the best of my 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.

SIGNATURES

After reasonable inquiry and the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BB Biotech AG

Date: **February 7, 2011**

By: /s/ Michael Hutter
Signatory Authority
Name: **Michael Hutter**
Title: **Signatory Authority**

Date: **February 7, 2011**

By: /s/ Pascal Schmucki
Signatory Authority
Name: **Pascal Schmucki**
Title: **Signatory Authority**

Biotech Target N.V.

Date: **February 7, 2011**

By: /s/ Michael Hutter
Signatory Authority
Name: **Michael Hutter**
Title: **Signatory Authority**

Date: **February 7, 2011**

By: /s/ Pascal Schmucki
Signatory Authority
Name: **Pascal Schmucki**
Title: **Signatory Authority**
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Exhibit Index

Exhibit A: Agreement by and between BB Biotech AG and Biotech Target N.V. with respect to the filing of this disclosure statement.*

* Previously filed.

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