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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE MONTH OF JUNE 2021

COMMISSION FILE NUMBER 001-38976

Genmab A/S

(Exact name of Registrant as specified in its charter)

**Kalvebod Brygge 43
1560 Copenhagen V
Denmark
+45 70 20 27 28**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1)

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7)

Yes No

This report on Form 6-K shall be deemed to be incorporated by reference in Genmab A/S's registration statements on Form S-8 (File No. 333-232693) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

SIGNATURE

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

GENMAB A/S

BY: /s/ Anthony Pagano

Name: Anthony Pagano

Title: Executive Vice President & Chief Financial
Officer

DATE: June 1, 2021

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Company Announcement Dated May 31, 2021: Transactions in connection with share buy-back program
99.1(a)	Appendix: Transactions May 25-28, 2021



Transactions in connection with share buy-back program

Company Announcement

COPENHAGEN, Denmark; May 31, 2021 – Genmab A/S (Nasdaq: GMAB). On February 23, 2021 Genmab announced the initiation of a share buy-back program to mitigate dilution from warrant exercises and to honor our commitments under our Restricted Stock Units program.

The share buy-back program is expected to be completed no later than June 30, 2021 and comprises up to 200,000 shares.

The following transactions were executed under the program from May 24, 2021 to May 28, 2021:

	No. of shares	Average price (DKK)	Total value (DKK)
Accumulated through last announcement	147,800		312,016,533
May 24, 2021	0	N/A	0
May 25, 2021	1,800	2,437.38	4,387,284
May 26, 2021	1,700	2,437.76	4,144,192
May 27, 2021	1,900	2,422.26	4,602,294
May 28, 2021	1,800	2,469.66	4,445,388
Total	7,200		17,579,158
Accumulated under the program	155,000		329,595,691

Details of each transaction are included as an appendix to this announcement.

Following these transactions, Genmab holds 254,206 shares as treasury shares, corresponding to 0.39% of the total share capital and voting rights.

The share buy-back program is undertaken in accordance with Regulation (EU) No. 596/2014 ("MAR") and the Commission Delegated Regulation (EU) 2016/1052, also referred to as the "Safe Harbour Regulation." Further details on the terms of the share buy-back program can be found in our company announcement no. 11 dated February 23, 2021.

About Genmab

Genmab is an international biotechnology company with a core purpose to improve the lives of patients with cancer. Founded in 1999, Genmab is the creator of multiple approved antibody therapeutics that are marketed by its partners. The company aims to create, develop and commercialize differentiated therapies by leveraging next-generation antibody technologies, expertise in antibody biology, translational research and data sciences and strategic partnerships. To create novel therapies, Genmab utilizes its next-generation antibody technologies, which are the result of its collaborative company culture and a deep passion for innovation. Genmab's proprietary pipeline consists of modified antibody candidates, including bispecific T-cell engagers and next-generation immune checkpoint modulators, effector function enhanced antibodies and antibody-drug conjugates. The company is headquartered in Copenhagen, Denmark with locations in Utrecht, the Netherlands, Princeton, New Jersey, U.S. and Tokyo, Japan. For more information, please visit Genmab.com.

Genmab A/S
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www.genmab.com

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CVR no. 2102 3884
LEI Code 529900MTJPDPE4MHJ122

Transactions in connection with share buy-back program

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This Company Announcement contains forward looking statements. The words "believe", "expect", "anticipate", "intend" and "plan" and similar expressions identify forward looking statements. Actual results or performance may differ materially from any future results or performance expressed or implied by such statements. The important factors that could cause our actual results or performance to differ materially include, among others, risks associated with pre-clinical and clinical development of products, uncertainties related to the outcome and conduct of clinical trials including unforeseen safety issues, uncertainties related to product manufacturing, the lack of market acceptance of our products, our inability to manage growth, the competitive environment in relation to our business area and markets, our inability to attract and retain suitably qualified personnel, the unenforceability or lack of protection of our patents and proprietary rights, our relationships with affiliated entities, changes and developments in technology which may render our products or technologies obsolete, and other factors. For a further discussion of these risks, please refer to the risk management sections in Genmab's most recent financial reports, which are available on www.genmab.com and the risk factors included in Genmab's most recent Annual Report on Form 20-F and other filings with the U.S. Securities and Exchange Commission (SEC), which are available at www.sec.gov. Genmab does not undertake any obligation to update or revise forward looking statements in this Company Announcement nor to confirm such statements to reflect subsequent events or circumstances after the date made or in relation to actual results, unless required by law.

Genmab A/S and/or its subsidiaries own the following trademarks: Genmab®; the Y-shaped Genmab logo®; Genmab in combination with the Y-shaped Genmab logo®; HuMax®; DuoBody®; DuoBody in combination with the DuoBody logo®; HexaBody®; HexaBody in combination with the HexaBody logo®; DuoHexaBody® and HexElect®.

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Volume	Price	Venue	Time CET
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18	2445XCSE	20210525 13:43:35.055000
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18	2445XCSE	20210525 13:52:39.546000
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19	2448XCSE	20210525 14:08:23.919000
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18	2447XCSE	20210525 14:21:39.803000
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18	2445XCSE	20210525 14:53:23.788000
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22	2447XCSE	20210525 15:15:38.028000
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14	2447XCSE	20210525 15:18:20.437000
5	2447XCSE	20210525 15:18:20.437000
19	2445XCSE	20210525 15:20:11.766000
18	2446XCSE	20210525 15:23:56.499000
19	2446XCSE	20210525 15:23:56.499000
8	2443XCSE	20210525 15:28:00.221000
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18	2442XCSE	20210525 15:30:48.780000
18	2447XCSE	20210525 15:34:55.477000
18	2440XCSE	20210525 15:37:55.409000
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28	2437XCSE	20210525 15:42:56.973000
36	2436XCSE	20210525 15:45:32.365000
24	2436XCSE	20210525 15:45:32.365000
18	2432XCSE	20210525 15:47:57.720000
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13	2432XCSE	20210525 15:56:32.864000
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19	2430XCSE	20210525 16:01:32.026000
21	2431XCSE	20210525 16:03:45.982000
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18	2428XCSE	20210525 16:21:04.613000
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20	2428XCSE	20210525 16:38:56.147000
21	2428XCSE	20210525 16:38:56.147000
43	2426XCSE	20210525 16:41:56.691647