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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 6-K**

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

**FOR THE MONTH OF MARCH 2024**

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**COMMISSION FILE NUMBER 001-38976**

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**Genmab A/S**

(Exact name of Registrant as specified in its charter)

**Carl Jacobsens Vej 30**

**2500 Valby**

**Denmark**

**+45 70 20 27 28**

(Address of principal executive offices)

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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

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, 333-253519, 333-262970 and 333-277273) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

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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: March 13, 2024**

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## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Company Announcement Dated March 13, 2023: Constitution of the Board of Directors in Genmab A/S, Grant of Restricted Stock Units to Board Members and Employees and Grant of Warrants to Employees in Genmab
99.2	Company Announcement Dated March 13, 2023: Transactions with shares and linked securities in Genmab A/S made by managerial employees and their closely associated persons

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## Constitution of the Board of Directors in Genmab A/S, Grant of Restricted Stock Units to Board Members and Employees and Grant of Warrants to Employees in Genmab

### Company Announcement

**COPENHAGEN, Denmark; March 13, 2024 – Genmab A/S (Nasdaq: GMAB) Following Genmab A/S' Annual General Meeting held on March 13, 2024, the Company's Board of Directors met to constitute itself. Ms. Deirdre P. Connelly was appointed Chair and Ms. Pernille Erenbjerg was appointed Deputy Chair. It was decided to grant 12,847 restricted stock units to members of the Board of Directors and employees of the Company and the Company's subsidiaries and 6,660 warrants to the employees of the Company and the Company's subsidiaries.**

Each restricted stock unit is awarded cost-free and provides the owner with a conditional right to receive one share in Genmab A/S of nominally DKK 1. The fair value of each restricted stock unit is equal to the closing market price on the date of grant of one Genmab A/S share, DKK 2,148.

The restricted stock units will vest on the first banking day of the month following a period of three years from the date of grant. Furthermore, the restricted stock units are subject to vesting conditions set out in the restricted stock unit program adopted by the Board of Directors. Information concerning Genmab's restricted stock unit program can be found on [www.genmab.com](http://www.genmab.com) under Investors > Governance > Compensation > Restricted Stock Units.

The exercise price for each warrant is DKK 2,148. Each warrant is awarded cost-free and entitles the owner to subscribe one share of nominally DKK 1 subject to payment of the exercise price. By application of the Black-Scholes formula, the fair value of each warrant can be calculated as DKK 690.81.

The warrants vest three years after the grant date, and all warrants expire at the seventh anniversary of the grant date. The new warrants have been granted on the terms and conditions set out in the warrant program adopted by the board of directors on February 23, 2021. Information concerning Genmab's warrant schemes can be found on [www.genmab.com](http://www.genmab.com) under Investors > Governance > Compensation > Warrants.

### About Genmab

Genmab is an international biotechnology company with a core purpose guiding its unstoppable team to strive towards improving the lives of patients through innovative and differentiated antibody therapeutics. For 25 years, its passionate, innovative and collaborative team has invented next-generation antibody technology platforms and leveraged translational, quantitative, and data sciences, resulting in a proprietary pipeline including bispecific T-cell engagers, next-generation immune checkpoint modulators, effector function enhanced antibodies, and antibody-drug conjugates. To help develop and deliver novel antibody therapies to patients, Genmab has formed 20+ strategic partnerships with biotechnology and pharmaceutical companies. By 2030, Genmab's vision is to transform the lives of people with cancer and other serious diseases with knock-your-socks-off (KYSO®) antibody medicines.

Established in 1999, Genmab 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](http://Genmab.com) and follow us on LinkedIn and X.

### Contact:

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T: +1 609 524 0065; E: [mmp@genmab.com](mailto:mmp@genmab.com)

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LEI Code 529900MTJPDPE4MHJ122



## Constitution of the Board of Directors in Genmab A/S, Grant of Restricted Stock Units to Board Members and Employees and Grant of Warrants to Employees in Genmab

Andrew Carlsen, Vice President, Head of Investor Relations  
T: +45 3377 9558; E: acn@genmab.com

*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](http://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](http://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®, HexaBody®, DuoHexaBody®, HexElect® and KYSO®.*

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## Transactions with shares and linked securities in Genmab A/S made by managerial employees and their closely associated persons

### Company Announcement

COPENHAGEN, Denmark; March 13, 2024 – Genmab A/S (Nasdaq: GMAB) - In accordance with Article 19 of Regulation No. 596/2014 on Market Abuse and Implementing Regulation 2016/523, this document discloses the data of the transactions made in Genmab A/S (Nasdaq: GMAB) by managerial employees and their closely associated persons.

The company's managerial employees and their closely associated persons have given Genmab A/S power of attorney on their behalf to publish trading in Genmab shares by the company's managerial employees and their closely associated persons.

Please find below a statement of such trading in shares issued by Genmab A/S

<b>1.</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>		
a)	Name	Deirdre P. Connelly	
<b>2.</b>	<b>Reason for the notification</b>		
a)	Position/status	Chair of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
<b>3.</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument	Restricted Stock Units related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of Restricted Stock Units	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	837
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2024-03-13	
f)	Place of the transaction	Outside the market	

**Transactions with shares and linked securities in Genmab A/S made by managerial employees and their closely associated persons**

<b>1.</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>		
a)	Name	Pernille Erenbjerg	
<b>2.</b>	<b>Reason for the notification</b>		
a)	Position/status	Deputy Chair of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
<b>3.</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument	Restricted Stock Units related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of Restricted Stock Units	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	698
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2024-03-13	
f)	Place of the transaction	Outside the market	

## Transactions with shares and linked securities in Genmab A/S made by managerial employees and their closely associated persons

<b>1.</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>		
a)	Name	Anders Gersel Pedersen	
<b>2.</b>	<b>Reason for the notification</b>		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
<b>3.</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument	Restricted Stock Units related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of Restricted Stock Units	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	698
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2024-03-13	
f)	Place of the transaction	Outside the market	

## Transactions with shares and linked securities in Genmab A/S made by managerial employees and their closely associated persons

<b>1.</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>		
a)	Name	Paolo Paoletti	
<b>2.</b>	<b>Reason for the notification</b>		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
<b>3.</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument	Restricted Stock Units related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of Restricted Stock Units	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	698
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2024-03-13	
f)	Place of the transaction	Outside the market	

## Transactions with shares and linked securities in Genmab A/S made by managerial employees and their closely associated persons

<b>1.</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>		
a)	Name	Rolf Hoffmann	
<b>2.</b>	<b>Reason for the notification</b>		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
<b>3.</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument	Restricted Stock Units related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of Restricted Stock Units	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	698
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2024-03-13	
f)	Place of the transaction	Outside the market	

## Transactions with shares and linked securities in Genmab A/S made by managerial employees and their closely associated persons

<b>1.</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>		
a)	Name	Elizabeth O'Farrell	
<b>2.</b>	<b>Reason for the notification</b>		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
<b>3.</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument	Restricted Stock Units related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of Restricted Stock Units	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	698
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2024-03-13	
f)	Place of the transaction	Outside the market	

## Transactions with shares and linked securities in Genmab A/S made by managerial employees and their closely associated persons

<b>1.</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>		
a)	Name	Takahiro Hamatani	
<b>2.</b>	<b>Reason for the notification</b>		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
<b>3.</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument	Restricted Stock Units related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of Restricted Stock Units	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	698
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2024-03-13	
f)	Place of the transaction	Outside the market	

**Transactions with shares and linked securities in Genmab A/S made by managerial employees and their closely associated persons**

<b>1.</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>		
a)	Name	Martin Schultz	
<b>2.</b>	<b>Reason for the notification</b>		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
<b>3.</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument	Restricted Stock Units related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of Restricted Stock Units	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	698
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2024-03-13	
f)	Place of the transaction	Outside the market	

## Transactions with shares and linked securities in Genmab A/S made by managerial employees and their closely associated persons

<b>1.</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>		
a)	Name	Mijke Zachariasse	
<b>2.</b>	<b>Reason for the notification</b>		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
<b>3.</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
<b>4.</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument	Restricted Stock Units related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of Restricted Stock Units	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	698
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2024-03-13	
f)	Place of the transaction	Outside the market	

### About Genmab

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Established in 1999, Genmab 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](https://www.genmab.com) and follow us on [X.com/Genmab](https://www.genmab.com).



## Transactions with shares and linked securities in Genmab A/S made by managerial employees and their closely associated persons

**Contact:**

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