
**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 MAY 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Form S-8 (File No. 333-232693) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.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: May 10, 2021

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Company Announcement Dated May 10, 2021: Transactions in connection with share buy-back program
99.1(a)	Appendix: Transactions May 3-7, 2021



Transactions in connection with share buy-back program

Company Announcement

COPENHAGEN, Denmark; May 10, 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 3, 2021 to May 7, 2021:

	No. of shares	Average price (DKK)	Total value (DKK)
Accumulated through last announcement	128,900		268,864,468
April 26, 2021	1,500	2,267.08	3,400,620
April 27, 2021	1,900	2,235.86	4,248,134
April 28, 2021	1,800	2,216.40	3,989,520
April 29, 2021	1,200	2,279.79	2,735,748
April 30, 2021	1,500	2,276.19	3,414,285
Total	7,900		17,788,307
Accumulated under the program	136,800		286,652,775

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

Following these transactions, Genmab holds 236,006 shares as treasury shares, corresponding to 0.36% 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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21560 Copenhagen V, Denmark

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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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For Investor Relations:

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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®; HexElect®; and UniBody®. Arzerra® and Kesimpta® are trademarks of Novartis AG or its affiliates. DARZALEX® and DARZALEX FASPRO® are trademarks of Janssen Pharmaceutica NV. TEPEZZA® is a trademark of Horizon Therapeutics plc.

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LEI Code 529900MTJPDPE4MHJ122





Volume	Price	Venue	Time CET
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19	2252 XCSE	20210504	10:04:13.196000
21	2248 XCSE	20210504	10:11:35.499000
50	2247 XCSE	20210504	10:12:12.373741



21	2245	XCSE	20210504	10:20:55.931000
19	2247	XCSE	20210504	10:27:53.185000
19	2239	XCSE	20210504	10:34:49.899000
10	2239	XCSE	20210504	10:44:03.144000
9	2239	XCSE	20210504	10:44:03.144000
19	2241	XCSE	20210504	10:52:18.982000
19	2231	XCSE	20210504	11:02:14.499000
50	2225	XCSE	20210504	11:03:37.648332
19	2225	XCSE	20210504	11:15:01.387000
23	2225	XCSE	20210504	11:23:17.682000
19	2224	XCSE	20210504	11:32:58.167000
11	2225	XCSE	20210504	11:44:25.512000
10	2225	XCSE	20210504	11:44:25.512000
19	2224	XCSE	20210504	11:59:41.664000
19	2226	XCSE	20210504	12:11:36.536000
9	2222	XCSE	20210504	12:16:48.910308
41	2222	XCSE	20210504	12:16:48.910425
33	2223	XCSE	20210504	12:34:42.902000
19	2223	XCSE	20210504	12:46:28.556000
19	2223	XCSE	20210504	12:58:28.211000
15	2230	XCSE	20210504	13:11:00.841000
4	2230	XCSE	20210504	13:11:00.841000
20	2227	XCSE	20210504	13:24:10.840000
19	2221	XCSE	20210504	13:38:53.063000
19	2214	XCSE	20210504	13:50:25.761000
19	2222	XCSE	20210504	14:03:57.523000
9	2240	XCSE	20210504	14:14:23.578000
12	2240	XCSE	20210504	14:14:23.578000
19	2239	XCSE	20210504	14:24:47.778000
10	2224	XCSE	20210504	14:36:03.870000
10	2224	XCSE	20210504	14:36:55.173000
19	2235	XCSE	20210504	14:47:39.021000
1	2238	XCSE	20210504	14:57:48.074000
19	2239	XCSE	20210504	14:59:20.630000
8	2234	XCSE	20210504	15:07:46.199000
12	2234	XCSE	20210504	15:07:59.832000
19	2237	XCSE	20210504	15:19:02.767000
22	2237	XCSE	20210504	15:19:02.767000
27	2236	XCSE	20210504	15:19:15.339000
20	2232	XCSE	20210504	15:22:14.399000



11	2236	XCSE	20210504	15:28:00.311000
7	2236	XCSE	20210504	15:28:00.313000
10	2236	XCSE	20210504	15:28:00.313000
6	2236	XCSE	20210504	15:28:00.313000
5	2236	XCSE	20210504	15:28:00.313000
4	2235	XCSE	20210504	15:28:00.503000
15	2235	XCSE	20210504	15:30:02.078000
21	2239	XCSE	20210504	15:31:36.127000
19	2239	XCSE	20210504	15:31:36.127000
5	2228	XCSE	20210504	15:35:07.364263
15	2228	XCSE	20210504	15:35:07.364292
29	2237	XCSE	20210504	15:37:59.509000
27	2236	XCSE	20210504	15:38:17.711000
22	2234	XCSE	20210504	15:43:36.078000
15	2234	XCSE	20210504	15:43:36.078000
5	2234	XCSE	20210504	15:43:36.078000
24	2233	XCSE	20210504	15:48:20.253000
19	2233	XCSE	20210504	15:48:54.082000
1	2228	XCSE	20210504	15:50:26.076465
2	2228	XCSE	20210504	15:50:26.164325
4	2228	XCSE	20210504	15:50:26.430419
3	2228	XCSE	20210504	15:50:26.518042
10	2228	XCSE	20210504	15:50:52.209640
30	2228	XCSE	20210504	15:50:52.209689
30	2228	XCSE	20210504	15:50:52.209691
20	2225	XCSE	20210504	15:52:58.162000
20	2221	XCSE	20210504	15:56:11.324000
21	2229	XCSE	20210504	16:03:03.914000
23	2228	XCSE	20210504	16:03:23.278000
15	2228	XCSE	20210504	16:03:23.278000
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30	2228	XCSE	20210504	16:12:17.582039
20	2228	XCSE	20210504	16:12:17.582039
20	2228	XCSE	20210504	16:12:17.582039
36	2228	XCSE	20210504	16:12:57.934000
29	2231	XCSE	20210504	16:15:58.652000



19	2231 XCSE	20210504	16:15:58.652000
22	2234 XCSE	20210504	16:22:13.771000
5	2232 XCSE	20210504	16:25:21.767000
14	2232 XCSE	20210504	16:25:21.768000
27	2231 XCSE	20210504	16:30:06.201000
19	2226 XCSE	20210504	16:35:08.208000
20	2227 XCSE	20210504	16:36:27.791484
15	2227 XCSE	20210504	16:36:27.791515
20	2227 XCSE	20210504	16:36:27.791518
19	2227 XCSE	20210504	16:36:27.791535
20	2283 XCSE	20210503	9:00:24.532000
22	2285 XCSE	20210503	9:04:17.451000
25	2275 XCSE	20210503	9:08:06.153000
12	2278 XCSE	20210503	9:11:56.740000
8	2278 XCSE	20210503	9:11:56.740000
8	2275 XCSE	20210503	9:16:38.461000
13	2275 XCSE	20210503	9:16:38.461000
19	2282 XCSE	20210503	9:21:49.741000
28	2287 XCSE	20210503	9:30:00.050000
31	2288 XCSE	20210503	9:40:04.019000
15	2290 XCSE	20210503	9:48:12.516000
5	2290 XCSE	20210503	9:48:12.516000
20	2282 XCSE	20210503	9:55:50.247000
19	2279 XCSE	20210503	10:06:47.379000
19	2277 XCSE	20210503	10:13:12.046000
19	2278 XCSE	20210503	10:23:33.099000
3	2273 XCSE	20210503	10:30:58.955000
28	2277 XCSE	20210503	10:36:21.383000
20	2280 XCSE	20210503	10:50:11.212000
19	2276 XCSE	20210503	11:02:01.908000
19	2272 XCSE	20210503	11:15:02.054000
19	2271 XCSE	20210503	11:22:34.593000
19	2266 XCSE	20210503	11:32:31.500000
4	2262 XCSE	20210503	11:38:48.968429
46	2262 XCSE	20210503	11:38:48.968471
11	2267 XCSE	20210503	11:56:02.918000
22	2267 XCSE	20210503	11:56:02.918000
20	2269 XCSE	20210503	12:11:04.278000
22	2268 XCSE	20210503	12:29:04.416000
19	2260 XCSE	20210503	12:46:55.076000



17	2264 XCSE	20210503 12:59:21.045000
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20	2263 XCSE	20210503 13:17:18.928000
19	2264 XCSE	20210503 13:29:21.296000
31	2268 XCSE	20210503 13:55:03.042000
19	2266 XCSE	20210503 14:09:09.821000
19	2265 XCSE	20210503 14:21:47.558000
15	2264 XCSE	20210503 14:30:56.112143
30	2264 XCSE	20210503 14:30:56.112204
19	2264 XCSE	20210503 14:35:07.093000
15	2264 XCSE	20210503 14:35:07.093409
1	2264 XCSE	20210503 14:35:07.093455
14	2264 XCSE	20210503 14:35:07.093508
20	2267 XCSE	20210503 14:54:36.522000
30	2267 XCSE	20210503 15:05:48.912000
27	2276 XCSE	20210503 15:16:20.928000
1	2275 XCSE	20210503 15:22:32.006000
19	2274 XCSE	20210503 15:24:19.269000
24	2273 XCSE	20210503 15:26:01.558000
20	2273 XCSE	20210503 15:28:00.197000
8	2267 XCSE	20210503 15:28:09.282000
12	2267 XCSE	20210503 15:28:09.282000
23	2262 XCSE	20210503 15:31:09.509798
2	2262 XCSE	20210503 15:31:09.510024
6	2262 XCSE	20210503 15:31:09.510231
17	2262 XCSE	20210503 15:31:09.510390
2	2262 XCSE	20210503 15:31:09.532344
25	2262 XCSE	20210503 15:31:09.532344
8	2262 XCSE	20210503 15:31:47.163000
12	2262 XCSE	20210503 15:31:47.163000
20	2260 XCSE	20210503 15:32:41.793000
10	2260 XCSE	20210503 15:35:12.930000
9	2260 XCSE	20210503 15:35:14.684000
10	2254 XCSE	20210503 15:37:37.345000
8	2254 XCSE	20210503 15:37:49.459000
19	2258 XCSE	20210503 15:38:33.227000
15	2250 XCSE	20210503 15:44:26.209000
10	2250 XCSE	20210503 15:44:26.214000
2	2250 XCSE	20210503 15:45:12.246000
4	2250 XCSE	20210503 15:45:12.943000



1	2250 XCSE	20210503	15:45:13.944000
3	2250 XCSE	20210503	15:45:14.031000
1	2250 XCSE	20210503	15:45:44.078000
8	2250 XCSE	20210503	15:45:45.080000
21	2254 XCSE	20210503	15:48:29.251000
20	2253 XCSE	20210503	15:48:59.992000
15	2255 XCSE	20210503	15:54:59.022000
7	2255 XCSE	20210503	15:54:59.022000
10	2254 XCSE	20210503	15:55:21.828000
10	2254 XCSE	20210503	15:55:24.829000
11	2255 XCSE	20210503	15:59:17.215000
8	2255 XCSE	20210503	15:59:17.215000
22	2252 XCSE	20210503	16:01:28.758000
19	2249 XCSE	20210503	16:03:39.780000
21	2260 XCSE	20210503	16:08:09.412000
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13	2258 XCSE	20210503	16:09:37.782000
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2	2267 XCSE	20210503	16:16:26.478000
27	2267 XCSE	20210503	16:16:26.478000
19	2265 XCSE	20210503	16:22:40.884000
19	2264 XCSE	20210503	16:26:53.147000
5	2262 XCSE	20210503	16:29:14.723000
14	2262 XCSE	20210503	16:29:14.723000
1	2262 XCSE	20210503	16:36:54.142000
13	2262 XCSE	20210503	16:37:09.538000
51	2260 XCSE	20210503	16:38:13.980582