
**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 2024

COMMISSION FILE NUMBER 001-38976

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)

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333-262970 and 333-277273) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

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 13, 2024

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Company Announcement Dated May 13, 2024: Transactions in Connection with Share Buy-back Program
99.1(a)	Appendix Share buyback program – Specification for May 6 – May 10, 2024



Transactions in Connection with Share Buy-back Program

Company Announcement

COPENHAGEN, Denmark; May 13, 2024 – Genmab A/S (Nasdaq: GMAB). On March 15, 2024, Genmab announced the initiation of a share buy-back program to repurchase up to DKK 3.5 billion worth of shares.

The share buy-back program is expected to be completed no later than December 16, 2024.

The following transactions were executed under the program from May 6, 2024 to May 10, 2024:

	Trading Platform	No. of shares	Average price (DKK)	Total value (DKK)
Accumulated through last announcement		689,510		1,393,154,997.08
May 6, 2024	XCSE			
	CEUX			
	AQEU			
	TQEX			
	Total	0	0.00	0.00
May 7, 2024	XCSE	0	0	
	CEUX	35	1,998.00	
	AQEU	0	0	
	TQEX	0	0	
	Total	35	1,998.00	69,930.00
May 8, 2024	XCSE	28	2,013.00	
	CEUX	55	2,015.45	
	AQEU	0	0	
	TQEX	37	2,002.00	
	Total	120	2,010.73	241,288.00
May 9, 2024	XCSE			
	CEUX			
	AQEU			
	TQEX			
	Total	0	0.00	0.00
May 10, 2024	XCSE			
	CEUX			
	AQEU			
	TQEX			
	Total	0	0.00	0.00
Total		155		311,218.00
Accumulated under the program		689,665		1,393,466,215.08

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

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2500 Valby, Denmark

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Fax: +45 7020 2729
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Transactions in Connection with Share Buy-back Program

Following these transactions, Genmab holds 1,538,803 shares as treasury shares, corresponding to 2.33% 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. 22 dated March 15, 2024.

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 and follow us on LinkedIn and X.

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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 preclinical 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®; HexaBody®; DuoHexaBody®, HexElect® and KYSO®.

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Issuer	Date	Time CEST	Price (DKK)	Quantity	Venue
GENMAB A/S	05/07/2024	14:23:31	1,998.00	35	CEUX
GENMAB A/S	05/08/2024	9:01:56	2,002.00	23	TQEX
GENMAB A/S	05/08/2024	9:01:56	2,002.00	14	TQEX
GENMAB A/S	05/08/2024	10:21:50	2,016.00	13	CEUX
GENMAB A/S	05/08/2024	10:21:50	2,016.00	6	CEUX
GENMAB A/S	05/08/2024	10:21:50	2,016.00	6	CEUX
GENMAB A/S	05/08/2024	16:38:06	2,013.00	28	XCSE
GENMAB A/S	05/08/2024	16:51:17	2,015.00	10	CEUX
GENMAB A/S	05/08/2024	16:51:49	2,015.00	20	CEUX