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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 MAY 2021

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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)

**Kalvebod Brygge 43  
1560 Copenhagen V  
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

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Form S-8 (File No. 333-232693) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

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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: May 25, 2021**

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## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Company Announcement Dated May 25, 2021: Transactions in connection with share buy-back program
99.1(a)	Appendix: Transactions May 17-21, 2021

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## Transactions in connection with share buy-back program

### Company Announcement

**COPENHAGEN, Denmark; May 25, 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 17, 2021 to May 21, 2021:

	<b>No. of shares</b>	<b>Average price (DKK)</b>	<b>Total value (DKK)</b>
<b>Accumulated through last announcement</b>	<b>141,100</b>		<b>296,339,455</b>
May 17, 2021	600	2,322.74	1,393,644
May 18, 2021	1,000	2,329.26	2,329,260
May 19, 2021	1,200	2,304.19	2,765,028
May 20, 2021	2,000	2,333.25	4,666,500
May 21, 2021	1,900	2,380.34	4,522,646
Total	6,700		15,677,078
<b>Accumulated under the program</b>	<b>147,800</b>		<b>312,016,533</b>

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

Following these transactions, Genmab holds 247,006 shares as treasury shares, corresponding to 0.38% 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](http://Genmab.com).

Genmab A/S  
Kalvebod Brygge 43  
21560 Copenhagen V, Denmark

Tel: +45 7020 2728  
Fax: +45 7020 2729  
[www.genmab.com](http://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](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®; 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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4	2304 XCSE	20210519 16:28:01.898565
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2	2304 XCSE	20210519 16:28:03.557960
14	2304 XCSE	20210519 16:28:19.180047
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1	2350 XCSE	20210518 9:01:03.168000
19	2346 XCSE	20210518 9:01:16.623000
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18	2339 XCSE	20210518 14:17:30.004000
18	2338 XCSE	20210518 14:03:31.098000
20	2337 XCSE	20210518 16:13:31.397000
15	2337 XCSE	20210518 16:13:31.397000
6	2336 XCSE	20210518 14:33:25.337000
17	2336 XCSE	20210518 14:33:39.034000
18	2336 XCSE	20210518 16:24:45.574000
12	2334 XCSE	20210518 16:36:48.235000
19	2333 XCSE	20210518 15:24:43.271000
19	2332 XCSE	20210518 14:49:29.680000
21	2332 XCSE	20210518 15:07:10.584000
33	2332 XCSE	20210518 15:20:01.706000
11	2332 XCSE	20210518 15:20:01.706000
4	2332 XCSE	20210518 15:29:15.025000
14	2332 XCSE	20210518 15:30:01.608000



18	2331 XCSE	20210518 13:32:37.949000
21	2331 XCSE	20210518 15:36:45.695000
15	2331 XCSE	20210518 15:36:45.695000
5	2331 XCSE	20210518 16:06:06.487000
18	2331 XCSE	20210518 16:06:06.487000
21	2330 XCSE	20210518 11:17:25.914000
18	2330 XCSE	20210518 12:30:12.160000
12	2330 BEUP	20210518 14:44:54.616186
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7	2330 XCSE	20210518 16:44:18.062000
5	2330 XCSE	20210518 16:44:19.614000
12	2329.5 MCSE	20210518 14:44:54.528634
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23	2329 XCSE	20210518 9:21:39.290000
27	2329 XCSE	20210518 12:56:06.023000
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18	2326 XCSE	20210518 9:05:02.218000
23	2326 XCSE	20210518 11:53:53.749000
18	2325 XCSE	20210518 9:44:53.389000
21	2324 XCSE	20210518 11:02:07.789000
19	2320 XCSE	20210518 10:04:45.579000
13	2318 XCSE	20210518 10:25:46.414000
6	2318 XCSE	20210518 10:25:46.414000
19	2317 XCSE	20210518 10:14:22.603000
20	2317 XCSE	20210518 10:47:42.570000
19	2316 XCSE	20210518 9:54:34.954000
18	2313 XCSE	20210518 10:34:01.243000
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18	2309 XCSE	20210517 12:14:08.024000
19	2310 XCSE	20210517 12:35:01.985000
19	2321 XCSE	20210517 12:56:38.275000
20	2320 XCSE	20210517 13:17:01.014000
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21	2330 XCSE	20210517 13:58:31.020000
20	2324 XCSE	20210517 14:16:36.225000
18	2322 XCSE	20210517 14:31:47.211000
18	2338 XCSE	20210517 14:51:09.496000
18	2340 XCSE	20210517 15:07:05.355000
18	2343 XCSE	20210517 15:19:09.138000
18	2341 XCSE	20210517 15:22:49.710000
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16	2339 XCSE	20210517 15:28:01.129000
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16	2365 XCSE	20210517 15:54:21.019000
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7	2360 XCSE	20210517 16:09:07.901000
7	2363 XCSE	20210517 16:16:34.982000
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