# 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 APRIL 2022**

**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Form S-8 (File No. 333-232693) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.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: April 8, 2022**

## EXHIBIT INDEX

| Exhibit | Description of Exhibit |
| --- | --- |
| 99.1 | Company Announcement Dated April 8, 2022: Genmab Announces the Initial Resolution of its Arbitration with Janssen Relating to their Daratumumab License Agreement |

# Genmab Announces the Initial Resolution of its Arbitration with Janssen Relating to their Daratumumab License Agreement

## Company Announcement

**COPENHAGEN, Denmark; April 8, 2022 – Genmab A/S (Nasdaq: GMAB) announced today an award in the binding arbitration of two matters arising under its license agreement with Janssen Biotech, Inc. (Janssen) relating to daratumumab.** The arbitral tribunal issued an award on April 7, 2022, deciding both issues in favor of Janssen. Genmab has the right to seek review of the award, which it must do within a limited period of time. Such review should conclude with the issuance of a final award prior to the end of 2022. Genmab is currently considering its options.

The first issue concerned the question as to whether Janssen's obligation to pay royalties on sales of licensed product extends, in each applicable country, until the expiration or invalidation of the last-to-expire relevant Genmab-owned patent or the last-to-expire relevant Janssen-owned patent covering the product, as further defined and described in the license agreement.

As to that issue, the tribunal determined by majority opinion that Janssen's obligation to pay royalties to Genmab on sales of licensed product, in each applicable country, extends through the expiration or invalidation of the last-to-expire relevant Genmab-owned patent covering the product or use thereof, but not the relevant Janssen-owned patent. The relevant Genmab-owned issued U.S., European and Japanese patents will expire in the late 2020s and early 2030s.

The second issue concerned the question as to whether Genmab is required to share in Janssen's royalty payments to Halozyme Therapeutics, Inc. for the Halozyme enzyme technology used in the subcutaneous formulation of daratumumab (marketed as DARZALEX *FASPRO*® in the U.S.). The royalties Janssen pays to Halozyme represent a mid-single digit percentage rate of subcutaneous daratumumab sales. Janssen reduced its royalty payments to Genmab by what it claims to be Genmab's share of Janssen's royalty payments to Halozyme beginning in the second quarter of 2020 and has continued to do so through December 31, 2021.

As to that issue, the tribunal ruled by majority opinion that Janssen is permitted to continue reducing its royalty payments to Genmab as an offset against a share of Janssen's royalty payments made to Halozyme Therapeutics, Inc. Genmab had already assumed that Janssen would continue to withhold what it claims to be Genmab's share of Janssen's royalty payments to Halozyme as a reduction to estimated 2022 revenue in its guidance as of February 16, 2022, and as such our 2022 financial guidance remains unchanged.

In accordance with the license agreement, the arbitration was conducted before a tribunal of three arbitrators. The arbitration is confidential, subject to the parties' disclosure obligations under applicable law. Other than pursuant to these obligations, Genmab does not intend further to comment or to provide additional information regarding the arbitration. Genmab's collaborations with Janssen, including relating to daratumumab, will continue.

**About Genmab**
Genmab is an international biotechnology company with a core purpose to improve the lives of people with cancer. For more than 20 years, Genmab's vision to transform cancer treatment has driven its passionate, innovative and collaborative teams to invent next-generation antibody technology platforms and leverage translational research and data sciences, fueling multiple differentiated cancer treatments that make an impact on people's lives. To develop and deliver novel therapies to patients, Genmab has formed 20+ strategic partnerships with biotechnology and pharmaceutical companies. Genmab's proprietary pipeline includes bispecific T-cell engagers, next-generation immune checkpoint modulators, effector function enhanced antibodies and antibody-drug conjugates.

## Genmab Announces the Initial Resolution of its Arbitration with Janssen Relating to their Daratumumab License Agreement

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 Twitter.com/Genmab.

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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.*