
**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 FEBRUARY 2023

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

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Form S-8 (File No. 333-232693) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.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: February 24, 2023

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Company Announcement Dated February 24, 2023: Grant of Restricted Stock Units to Management and Employees and Grant of Warrants to Employees in Genmab
99.2	Company Announcement Dated February 24, 2023: Transactions with Shares and Linked Securities in Genmab A/S Made by Managerial Employees and Their Closely Associated Persons



Grant of Restricted Stock Units to Management and Employees and Grant of Warrants to Employees in Genmab

Company Announcement

COPENHAGEN, Denmark; February 24, 2023 – Genmab A/S (Nasdaq: GMAB) announced today that the board decided to grant 177,774 restricted stock units to members of management and employees of the company as well as the company's subsidiaries and 164,333 warrants to employees of the company and the company's subsidiaries.

Each restricted stock unit is awarded cost-free and provides the owner with a right and obligation to receive one share in Genmab A/S of nominally DKK 1. The restricted stock units granted to members of executive management are granted as deferred annual cash bonus. 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 2,661.

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 under Investors > Governance > Compensation > Restricted stock units.

The exercise price for each warrant is DKK 2,661. 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 943.40.

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 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 more than 20 years, its passionate, innovative and collaborative team has invented next-generation antibody technology platforms and leveraged translational research and data sciences, which has resulted 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 [Twitter.com/Genmab](https://twitter.com/Genmab).

Contact:

Marisol Peron, Senior Vice President, Global Communications and Corporate Affairs
T: +1 609 524 0065; E: mmp@genmab.com

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

Tel: +45 7020 2728
Fax: +45 7020 2729
www.genmab.com

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LEI Code 529900MTJPDPE4MHJ122



Grant of Restricted Stock Units to Management 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 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® and HexElect®.

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Fax: +45 7020 2729
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LEI Code 529900MTJPDPE4MHJ122





Transactions with Shares and Linked Securities in Genmab A/S Made by Managerial Employees and Their Closely Associated Persons

Company Announcement

COPENHAGEN, Denmark; February 24, 2023 – 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

1.	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	Jan G. J. van de Winkel
2.	Reason for the notification	
a)	Position/status	President & Chief Executive Officer
b)	Initial notification/Amendment	Initial notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Genmab A/S
b)	LEI-code	529900MTJPDPE4MHJ122
4.	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	
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 (deferred annual cash bonus)
c)	Price(s) and volume(s)	Price(s) Volume(s)
		DKK 0.00 1,122
d)	Aggregated information - Aggregated volume - Price	2023-02-24
e)	Date of the transaction	Outside the market
f)	Place of the transaction	

Transactions with Shares and Linked Securities in Genmab A/S Made by Managerial Employees and Their Closely Associated Persons

1.	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Anthony Pagano	
2.	Reason for the notification		
a)	Position/status	Executive Vice President & Chief Financial Officer	
b)	Initial notification/Amendment	Initial notification	
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
4.	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		
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 (deferred annual cash bonus)	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	328
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2023-02-24	
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

1.	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Martin Schultz	
2.	Reason for the notification		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
4.	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		
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 (as employee of Genmab A/S, not as board member)	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	197
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2023-02-24	
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

1.	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Takahiro Hamatani	
2.	Reason for the notification		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
4.	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		
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 (as employee of Genmab K.K., not as board member)	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	107
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2023-02-24	
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

1.	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Mijke Zachariasse	
2.	Reason for the notification		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Genmab A/S	
b)	LEI-code	529900MTJPDPE4MHJ122	
4.	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		
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 (as employee of Genmab B.V., not as board member)	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	126
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2023-02-24	
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

1.	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Martin Schultz	
2.	Reason for the notification		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Genmab A/S	
b)	LEI-code	N/A	
4.	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		
a)	Description of the financial instrument, type of instrument	Warrants related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of warrants (as employee of Genmab A/S, not as board member)	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	185
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2023-02-24	
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

1.	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Takahiro Hamatani	
2.	Reason for the notification		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Genmab A/S	
b)	LEI-code	N/A	
4.	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		
a)	Description of the financial instrument, type of instrument	Warrants related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of warrants (as employee of Genmab K.K., not as board member)	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	100
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2023-02-24	
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

1.	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Mijke Zachariasse	
2.	Reason for the notification		
a)	Position/status	Member of the Board of Directors	
b)	Initial notification/Amendment	Initial notification	
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Genmab A/S	
b)	LEI-code	N/A	
4.	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		
a)	Description of the financial instrument, type of instrument	Warrants related to shares of Genmab A/S	
	Identification code	DK0010272202	
b)	Nature of the transaction	Grant of warrants (as employee of Genmab B.V., not as board member)	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		DKK 0.00	118
d)	Aggregated information - Aggregated volume - Price		
e)	Date of the transaction	2023-02-24	
f)	Place of the transaction	Outside the market	

About Genmab

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T: +1 609 524 0065; E: mmp@genmab.com

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

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Genmab A/S
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Tel: +45 7020 2728
Fax: +45 7020 2729
www.genmab.com

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