

ROSENBERG MORRIS
Form 3
May 15, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â ROSENBERG MORRIS

(Last) (First) (Middle)

C/O IMMUNOMEDICS,
INC,Â 300 THE AMERICAN
ROAD

(Street)

MORRIS PLAINS,Â NJÂ 07950

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/12/2018

3. Issuer Name and Ticker or Trading Symbol
IMMUNOMEDICS INC [IMMU]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other
(give title below) (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares			or Indirect (I) (Instr. 5)
Stock Options (right to buy)	Â (1)	06/29/2024	Common Stock, par value \$0.01 per share	22,500	\$ 8.7	D	Â
Stock Options (right to buy)	Â (2)	01/08/2025	Common Stock, par value \$0.01 per share	27,027	\$ 15.68	D	Â
Stock Options (right to buy)	Â (3)(4)	01/08/2025	Common Stock, par value \$0.01 per share	77,362	\$ 15.68	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENBERG MORRIS C/O IMMUNOMEDICS, INC 300 THE AMERICAN ROAD MORRIS PLAINS, NJ 07950	Â	Â	Â See Remarks	Â

Signatures

/s/ Morris
Rosenberg

05/15/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The reporting person was granted performance-based vesting stock options pursuant to the Company's 2014 Long-Term Incentive Plan.
- (1) The stock options will vest (i) 1/3 on the first anniversary of the grant date, (ii) 1/3 on the successful filing and acceptance by the FDA for accelerated approval of the BLA for TNBC and (iii) 1/3 on the approval by the FDA of the BLA for TNBC.
- (2) The reporting person was granted stock options pursuant to the Company's 2014 Long-Term Incentive Plan. The stock options vest 25% on the first anniversary of the date of grant and 2.08333% on a monthly basis thereafter.
- The reporting person was granted performance-based vesting stock options pursuant to the Company's 2014 Long-Term Incentive Plan. The stock options will vest (i) as to 38,866 shares (a) 25% on the first anniversary of the date of grant and 2.08333% on a monthly basis thereafter through the fourth anniversary of the date of grant (each date a "Vesting Date") and (b) subject to Immunomedics, Inc.
- (3) common stock achieving a fair market value of \$31.36 or higher based on the average closing price for the prior 15 consecutive trading days on such Vesting Date; and (ii) as to 38,496 shares (a) 25% on the first anniversary of the date of grant and 2.08333% on a monthly basis thereafter through the fourth anniversary of the date of grant and (b) subject to Immunomedics, Inc. common stock achieving a fair market value of \$47.04 or higher based on the average closing price for the prior 15 consecutive trading days on such Vesting Date.

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- (4) If the performance-based vesting criteria of the stock options is not attained on an applicable Vesting Date, and to the extent such performance-based vesting criteria is subsequently attained, the applicable tranche of stock options may vest on the date such criteria is met.

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Remarks:

Mr.Â RosenbergÂ isÂ theÂ Issuer'sÂ ChiefÂ TechnologyÂ Officer.Â TheÂ Issuer'sÂ BoardÂ ofÂ DirectorsÂ identifiedÂ M

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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