

IMMUNOMEDICS INC

Form 4

June 14, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDENBERG CYNTHIA L

(Last) (First) (Middle)

**C/O IMMUNOMEDICS, INC., 300
THE AMERICAN ROAD**

(Street)

MORRIS PLAINS, NJ 07950

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)

06/10/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/10/2016		M	11,326	A \$ 2.63	650,396 ⁽¹⁾	D
Common Stock	06/10/2016		S	11,326	D \$ 3.0709 ⁽²⁾ ⁽³⁾	639,070 ⁽¹⁾	D
Common Stock	06/10/2016		M	81,990	A \$ 2.5	5,317,452	I
Common Stock	06/10/2016		M	10,050	A \$ 2.63	5,327,502	I

See
footnote
(4)

See
footnote
(4)

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Common Stock	06/10/2016	S	92,040	D	\$ 3.0547 (5) (6)	5,235,462	I	See footnote (4)
Common Stock	06/13/2016	M	128,674	A	\$ 2.63	767,744 (1)	D	
Common Stock	06/13/2016	S	128,674	D	\$ 3.0247 (3) (7)	639,070 (1)	D	
Common Stock	06/13/2016	M	139,950	A	\$ 2.63	5,375,412	I	See footnote (4)
Common Stock	06/13/2016	S	139,950	D	\$ 3.0198 (5) (8)	5,235,462	I	See footnote (4)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 2.63	06/10/2016		M	11,326	(9) 06/14/2016	Common Stock, par value \$0.01 per share 11,326
Stock Option (right to buy)	\$ 2.5	06/10/2016		M	81,990	(10) 06/10/2016	Common Stock, par value \$0.01 per share 81,990
Stock Option (right to buy)	\$ 2.63	06/10/2016		M	10,050	(9) 06/14/2016	Common Stock, par value \$0.01 per 10,050

Stock Option (right to buy)	\$ 2.63	06/13/2016	M	128,674	<u>(9)</u>	06/14/2016	share Common Stock, par value \$0.01 per share	128,674
Stock Option (right to buy)	\$ 2.63	06/13/2016	M	139,950	<u>(9)</u>	06/14/2016	share Common Stock, par value \$0.01 per share	139,950

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDENBERG CYNTHIA L C/O IMMUNOMEDICS, INC. 300 THE AMERICAN ROAD MORRIS PLAINS, NJ 07950	X		President and CEO	

Signatures

/s/ Cynthia L. Goldenberg 06/14/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Includes a total of 190,000 shares held as joint tenants by the reporting person and her spouse, David M. Goldenberg, the Issuer's Chief Scientific Officer, Chief Patent Officer and Chairman of the Board of Directors.
- (2) The price in column 4 is a weighted average price. The prices actually received in this transaction range from \$3.07 to \$3.08.
- (3) The reporting person has provided to the issuer, and the issuer will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range reported.
- Such shares are held by the reporting person's spouse, by various trusts established for the benefit of the reporting person and/or family members of the reporting person, or by a majority-owned subsidiary of the Issuer, of which the reporting person is an officer. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interests therein.
- (4) The reporting person's spouse has provided to the issuer, and the issuer will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range reported.
- (5) The price in column 4 is a weighted average price. The prices actually received in this transaction range from \$3.04 to \$3.085.
- (6) The price in column 4 is a weighted average price. The prices actually received in this transaction range from \$3.00 to \$3.12.
- (7) The price in column 4 is a weighted average price. The prices actually received in this transaction range from \$2.96 to \$3.12.
- (8) These stock options were granted pursuant to the Issuer's 2002 Stock Option Plan, and vested over four years at a rate of 25% per year.
- (9) These stock options were granted pursuant to the Issuer's 2006 Stock Incentive Plan, and vested 25% on the first anniversary of the date of grant and 6.25% on a quarterly basis thereafter.
- (10)

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(11) The reporting person's spouse was granted these stock options pursuant to the Issuer's 2006 Stock Incentive Plan.

(12) The reporting person's spouse was granted these stock options pursuant to the Issuer's 2002 Stock Incentive Plan.

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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