

PEHL MICHAEL F.
Form 4
December 11, 2017

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 *
PEHL MICHAEL F.

(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)

12/07/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
				(A) or (D)			
				Code V Amount	Price		

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy)	\$ 11.86	12/07/2017	A		750,000		<u>(1)</u>	12/07/2024	Common Stock, par value \$0.01 per share	750,0
Stock Options (right to buy)	\$ 11.86	12/07/2017	A		1,500,000		<u>(2)(3)</u>	12/07/2024	Common Stock, par value \$0.01 per share	1,500,0

Reporting Owners

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

Signatures

/s/ Michael F.
Pehl 12/11/2017

 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) 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 750,000 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. common

- (2) stock achieving a fair market value of \$23.72 or higher based on the average closing price for the prior 15 consecutive trading days on such Vesting Date; and (ii) as to 750,000 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 \$35.58 or higher based on the average closing price for the prior 15 consecutive trading days on such Vesting Date.

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

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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