

IMMUNOMEDICS INC

Form 4

August 18, 2014

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)

08/14/2014

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	08/14/2014		A	Amount (1) 105,422	(A) or (D) A \$ 0 437,909 (2)	D	
Common Stock	08/14/2014		A	Amount (1) 105,422	A \$ 0 5,205,551 (3)	I	See Footnote (4)

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

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SEC 1474
(9-02)

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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)	\$ 3.32	08/14/2014		A		200,412		<u>(5)</u>	08/14/2021	Common Stock, par value \$0.01 per share	200,412
Stock Option (right to buy)	\$ 3.32	08/14/2014		A		200,412		<u>(5)</u>	08/14/2021	Common Stock, par value \$0.01 per share	200,412

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	X	President and CEO	

Signatures

/s/ Cynthia L. Goldenberg 08/18/2014

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) Such restricted stock units were granted pursuant to the Company's 2006 Stock Incentive Plan, as amended, and vest 25% on the first anniversary of the date of grant and 6.25% on a quarterly basis thereafter.

(2) Includes a total of 190,000 shares held as joint tenants by the reporting person and her spouse.

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.

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- (4) The reporting person's spouse, Dr. David M. Goldenberg, CSO, CMO and Chairman of the Board of Directors of the Company, was granted restricted stock units pursuant to the Company's 2006 Stock Incentive Plan, as amended.
- (5) Such stock options were granted pursuant to the Company's 2006 Stock Incentive Plan, as amended, and vest 25% on the first anniversary of the date of grant and 6.25% on a quarterly basis thereafter.
- (6) The reporting person's spouse, Dr. David M. Goldenberg, CSO, CMO and Chairman of the Board of Directors of the Company, was granted stock options pursuant to the Company's 2006 Stock Incentive Plan, as amended.

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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