

IMMUNOMEDICS INC
Form SC 13D/A
June 15, 2018
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Immunomedics, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

452907108
(CUSIP Number)

Scott Epstein
c/o venBio Select Advisor LLC
120 West 45th Street, Suite 2802
New York, NY 10036
(212) 937-4970

Eleazer Klein, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022
(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

June 15, 2018
(Date of Event Which Requires Filing of This
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. ☐

(Page 1 of 5 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

VENBIO SELECT
ADVISOR LLC
CHECK THE
APPROPRIATE ☒ "

2 BOX IF A
MEMBER OF(b) "
A GROUP

3 SEC USE ONLY
SOURCE OF FUNDS

4 AF
CHECK BOX
IF
DISCLOSURE
OF LEGAL
PROCEEDING
5 IS

REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)
CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

Delaware
SOLE
VOTING
POWER

7 17,514,461
shares of
Common Stock
SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

8 -0-
SOLE
DISPOSITIVE
POWER

9 17,514,461
shares of
Common Stock

10 SHARED
DISPOSITIVE
POWER

11 -0-
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12 17,514,461 shares of
Common Stock
CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

14 9.8%
TYPE OF REPORTING
PERSON
OO, IA

CUSIP No. 452907108 SCHEDULE 13D/A Page 3 of 5 Pages

1 NAME OF REPORTING PERSON

BEHZAD
AGHAZADEH
CHECK THE
APPROPRIATE ☒ "

2 BOX IF A MEMBER OF(b) " A GROUP

3 SEC USE ONLY
4 SOURCE OF FUNDS

AF
CHECK BOX
IF
DISCLOSURE
OF LEGAL
PROCEEDING

5 IS
REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)

CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

United States
SOLE
VOTING
POWER

7 17,514,461
shares of
Common Stock

22,500 shares
of Common
Stock
underlying
director stock

NUMBER OF
SHARES 8 SHARED
BENEFICIALLY VOTING
OWNED BY POWER

EACH
REPORTING
PERSON WITH:

-0-
SOLE
DISPOSITIVE
POWER

17,514,461
shares of
Common Stock

9

22,500 shares
of Common
Stock
underlying
director stock
options

SHARED
DISPOSITIVE
POWER

10

-0-
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

17,514,461 shares of
Common Stock

22,500 shares of
Common Stock
underlying director stock
options

CHECK IF THE
AGGREGATE
AMOUNT IN

12

ROW (11) ..
EXCLUDES
CERTAIN
SHARES

PERCENT OF CLASS
REPRESENTED BY

13

AMOUNT IN ROW (11)

9.8%
TYPE OF REPORTING
PERSON

14

IN

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This Amendment No. 5 ("Amendment No. 5") amends the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on November 16, 2016, as previously amended by Amendment No. 1 filed with the SEC on February 15, 2017, Amendment No. 2 filed with the SEC on March 17, 2017, Amendment No. 3 filed with the SEC on May 9, 2017 and Amendment No. 4 filed with the SEC on November 15, 2017 (as amended, the "Schedule 13D") with respect to the shares of common stock, \$0.01 par value per share (the "Common Stock"), of Immunomedics, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 5 have the meanings set forth in the Schedule 13D. This Amendment No. 5 amends Items 3, 5(a), (b) and (c) as set forth below.

**Item
3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The 17,514,461 shares of Common Stock reported herein are held on behalf of accounts managed by the Investment Manager ("Accounts") and by venBio Select Fund LLC, a Delaware limited liability company (the "Fund") and were acquired by the Investment Manager for an aggregate purchase price of approximately \$91,419,000 including brokerage commissions, using the cash reserves of the Fund and Accounts.

The director stock options to purchase 22,500 shares of Common Stock held by Dr. Agahazadeh were issued in consideration for his services as a director.

**Item
5. INTEREST IN SECURITIES OF THE ISSUER**

Items 5(a), (b) and (c) of the Schedule 13D are hereby amended and restated as follows:

- See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and the percentage of the shares of Common Stock beneficially owned by the Reporting Persons. The
- (a) percentages used in this Schedule 13D are calculated based upon 178,721,161 shares of Common Stock outstanding which is the number of shares of Common Stock reported to be outstanding following the offering (the "Offering") reported in the Rule 424(b)(5) prospectus filed by the Issuer on June 14, 2018.
- See rows (7) through (10) of the cover page to this Schedule 13D for the number of shares of Common Stock as
- (b) to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
- (c) The Investment Manager purchased an aggregate of 575,000 shares of Common Stock in the Offering on behalf of the Fund and the Accounts at a price of \$24.00 per share.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: June 15, 2018

venBio Select Advisor LLC

/s/ Scott Epstein

Name: Scott Epstein

Title: Chief Financial Officer
& Chief Compliance Officer

/s/ Behzad Aghazadeh

BEHZAD AGHAZADEH