

IMMUNOMEDICS INC
Form 4
August 18, 2014

FORM 4

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

OMB APPROVAL

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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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 08/14/2014 | | A | (A) or (D) Price | 105,422 (1) \$ 0 437,909 (2) | D | |
| Common Stock | 08/14/2014 | | A | (A) or (D) Price | 105,422 (1) \$ 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 | (5) 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 | (5) 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

(3) 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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