

IMMUNOMEDICS INC
Form 4
June 14, 2016

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 DAVID M

(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)

CSO & Chairman of the BOD

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	81,990 A	\$ 2.5 2,573,731 ⁽¹⁾	D	
Common Stock	06/10/2016		M	10,050 A	\$ 2.63 2,583,781 ⁽¹⁾	D	
Common Stock	06/10/2016		S	92,040 D	\$ 3.0547 ^{(2) (3)} 2,491,741 ⁽¹⁾	D	
Common Stock	06/10/2016		M	11,326 A	\$ 2.63 3,320,707	I	See Footnote ⁽⁴⁾
	06/10/2016		S	11,326 D	3,309,381	I	

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Common Stock					\$ 3.0709 <u>(5)</u> <u>(6)</u>			See Footnote <u>(4)</u>
Common Stock	06/13/2016		M	139,950	A	\$ 2.63	2,631,691 <u>(1)</u>	D
Common Stock	06/13/2016		S	139,950	D	\$ 3.0198 <u>(3)</u> <u>(7)</u>	2,491,741 <u>(1)</u>	D
Common Stock	06/13/2016		M	128,674	A	\$ 2.63	3,438,055	I
Common Stock	06/13/2016		S	128,674	D	\$ 3.0247 <u>(5)</u> <u>(8)</u>	3,309,381	I

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)	\$ 2.5	06/10/2016		M	81,990	<u>(9)</u>	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	<u>(10)</u>	06/14/2016	Common Stock, par value \$0.01 per share	10,050
Stock Option (right to buy)	\$ 2.63	06/10/2016		M	11,326	<u>(10)</u>	06/14/2016	Common Stock, par value \$0.01 per	11,326

								share
Stock Option (right to buy)	\$ 2.63	06/13/2016	M	139,950	<u>(10)</u>	06/14/2016	Common Stock, par value \$0.01 per share	139,950
Stock Option (right to buy)	\$ 2.63	06/13/2016	M	128,674	<u>(10)</u>	06/14/2016	Common Stock, par value \$0.01 per share	128,674

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDENBERG DAVID M C/O IMMUNOMEDICS, INC 300 THE AMERICAN ROAD MORRIS PLAINS, NJ 07950	X		CSO & Chairman of the BOD	

Signatures

/s/ David M. 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 his spouse, Cynthia L. Goldenberg, also known as Cynthia L. Sullivan, the Issuer's President and Chief Executive Officer.
- (2) The price in column 4 is a weighted average price. The prices actually received in this transaction range from \$3.04 to \$3.085.
- (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 his pecuniary interests therein.
- (5) 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.
- (6) The price in column 4 is a weighted average price. The prices actually received in this transaction range from \$3.07 to \$3.08.
- (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) The price in column 4 is a weighted average price. The prices actually received in this transaction range from \$3.00 to \$3.12.
- (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) 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.

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(11) 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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