

GOLDENBERG CYNTHIA L
 Form 5
 August 14, 2017

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2017

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (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)	Amount or Price		
Common Stock	01/29/2017	^	A4	(1)	29,240 \$ 0	D	^
Common Stock	01/29/2017	^	F4	(1)	11,696 \$ 4.65	D	^
Common Stock	01/29/2017	^	A4	(1)	29,239 \$ 0	I	See Footnote (3)

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Common Stock	01/29/2017	Â	F4	11,696	D	\$ 4.65	5,118,579	I	See Footnote <u>(3)</u>
Common Stock	03/14/2017	Â	A4	<u>14,620</u> ⁽¹⁾	A	\$ 0	850,064 <u>(2)</u>	D	Â
Common Stock	03/14/2017	Â	F4	5,848	D	\$ 6.39	850,064 <u>(2)</u>	D	Â
Common Stock	03/14/2017	Â	A4	<u>14,620</u> ⁽¹⁾	A	\$ 0	5,118,579	I	See Footnote <u>(3)</u>
Common Stock	03/14/2017	Â	F4	5,848	D	\$ 6.39	5,118,579	I	See Footnote <u>(3)</u>
Common Stock	05/18/2017	Â	M4	9,500	A	\$ 3.28	850,064	D	Â
Common Stock	05/18/2017	Â	S4	9,500	D	\$ 7.3768	850,064	D	Â
Common Stock	05/19/2017	Â	M4	9,500	A	\$ 3.28	850,064	D	Â
Common Stock	05/19/2017	Â	S4	9,500	D	\$ 7.4008	850,064	D	Â
Common Stock	05/22/2017	Â	M4	9,500	A	\$ 3.28	850,064	D	Â
Common Stock	05/22/2017	Â	S4	9,500	D	\$ 7.4508	850,064	D	Â
Common Stock	05/25/2017	Â	M4	86,500	A	\$ 3.28	850,064	D	Â
Common Stock	05/25/2017	Â	S4	86,500	D	\$ 7.4181	850,064	D	Â
Common Stock	05/25/2017	Â	M4	85,000	A	\$ 3.28	850,064	D	Â
Common Stock	05/18/2017	Â	M4	11,500	A	\$ 3.28	5,118,579	I	See Footnote <u>(3)</u>
Common Stock	05/18/2017	Â	S4	11,500	D	\$ 7.3767	5,118,579	I	See Footnote <u>(3)</u>
Common Stock	05/19/2017	Â	M4	11,500	A	\$ 3.28	5,118,579	I	See Footnote <u>(3)</u>
Common Stock	05/19/2017	Â	S4	11,500	D	\$ 7.3414	5,118,579	I	See Footnote

Common Stock	05/22/2017	Â	M4	11,500	A	\$ 3.28	5,118,579	I	(3) See Footnote (3)
Common Stock	05/22/2017	Â	S4	11,500	D	\$ 7.4548	5,118,579	I	See Footnote (3)
Common Stock	05/25/2017	Â	M4	109,000	A	\$ 3.28	5,118,579	I	See Footnote (3)
Common Stock	05/25/2017	Â	S4	109,000	D	\$ 7.428	5,118,579	I	See Footnote (3)
Common Stock	05/25/2017	Â	M4	106,500	A	\$ 3.28	5,118,579	I	See Footnote (3)

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy)	\$ 3.28	05/18/2017	Â	M4	Â	9,500	Â (4)	07/23/2017	Common Stock, par value \$0.01 per share	9,500
Stock Option (right to buy)	\$ 3.28	05/19/2017	Â	M4	Â	9,500	Â (4)	07/23/2017	Common Stock, par value \$0.01 per share	9,500
Stock Option (right to buy)	\$ 3.28	05/22/2017	Â	M4	Â	9,500	Â (4)	07/23/2017	Common Stock, par value \$0.01 per	9,500

										share
Stock Option (right to buy)	\$ 3.28	05/25/2017	Â	M4	Â	86,500	Â ⁽⁴⁾	07/23/2017	Common Stock, par value \$0.01 per share	86,500
Stock Option (right to buy)	\$ 3.28	05/25/2017	Â	M4	Â	85,000	Â ⁽⁴⁾	07/23/2017	Common Stock, par value \$0.01 per share	85,000
Stock Option (right to buy)	\$ 3.28	05/18/2017	Â	M4	Â	11,500	Â ⁽⁵⁾	07/23/2017	Common Stock, par value \$0.01 per share	11,500
Stock Option (right to buy)	\$ 3.28	05/19/2017	Â	M4	Â	11,500	Â ⁽⁵⁾	07/23/2017	Common Stock, par value \$0.01 per share	11,500
Stock Option (right to buy)	\$ 3.28	05/22/2017	Â	M4	Â	11,500	Â ⁽⁵⁾	07/23/2017	Common Stock, par value \$0.01 per share	11,500
Stock Option (right to buy)	\$ 3.28	05/25/2017	Â	M4	Â	109,000	Â ⁽⁵⁾	07/23/2017	Common Stock, par value \$0.01 per share	109,000
Stock Option (right to buy)	\$ 3.28	05/25/2017	Â	M4	Â	106,500	Â ⁽⁵⁾	07/23/2017	Common Stock, par value \$0.01 per share	106,500

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	Â X	Â	Â	Â

Signatures

/s/ Cynthia L.
Goldenberg

08/14/2017

__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).

Represents the settlement of common stock underlying Performance Units that have vested in accordance with the terms of the

(1) Performance-Based Restricted Stock Unit Agreement entered into by and between the Company and the reporting person on August 16, 2013.

(2) Includes a total of 190,000 shares held as joint tenants by the reporting person and her spouse, David M. Goldenberg, the Issuer's Chief Scientific Officer and Chief Patent Officer.

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.

(4) The reporting person was granted stock options pursuant to the Company's 2006 Stock Incentive Plan, as amended. Such stock options vested 25% on the first anniversary of the date of grant and 6.25% on a quarterly basis thereafter.

(5) The reporting person's spouse, Dr. David M. Goldenberg, was granted stock options pursuant to the Company's 2006 Stock Incentive Plan, as amended. Such stock options vested 25% on the first anniversary of the date grant and 6.25% on a quarterly basis thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.