

IMMUNOMEDICS INC  
Form 4  
August 18, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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)  
**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)

See Remarks

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 2,461,830 (2)	D	
Common Stock	08/14/2014		A	(A) or (D) Price	105,422 (1) \$ 0 3,108,220 (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 DAVID M C/O IMMUNOMEDICS, INC. 300 THE AMERICAN ROAD MORRIS PLAINS, NJ 07950	X	X	See Remarks	

## Signatures

/s/ David M. 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 his 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 a director. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interests therein.

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- (4) The reporting person's spouse, Ms. Cynthia L. Goldenberg (also known as Cynthia L. Sullivan), President and Chief Executive Officer 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, Ms. Cynthia L. Goldenberg (also known as Cynthia L. Sullivan), President and Chief Executive Officer of the Company, was granted stock options pursuant to the Company's 2006 Stock Incentive Plan, as amended.

### **Remarks:**

CSO, CMO & Chairman of the BOD

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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