

Aghazadeh Behzad
 Form 4
 October 12, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Aghazadeh Behzad

2. Issuer Name and Ticker or Trading Symbol
 IMMUNOMEDICS INC [IMMU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/24/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 See Remarks

C/O VENBIO SELECT ADVISOR LLC, 120 W. 45TH STREET, 28TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10036

(City) (State) (Zip)

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, \$0.01 par value per share (the "Common Stock")	08/24/2017		C	4,251,386 A	(3) 14,739,462	I	See footnotes (1) (2)

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
Series A-1 Convertible Preferred Stock ⁽¹⁾	\$ 5.41	08/24/2017		C	184,000	<u>(3)</u>	<u>(3)</u>	Common Stock	4,251,38

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aghazadeh Behzad C/O VENBIO SELECT ADVISOR LLC 120 W. 45TH STREET, 28TH FLOOR NEW YORK, NY 10036	X	X		See Remarks
venBio Select Advisor LLC 120 WEST 45TH STREET SUITE 2802 NEW YORK, NY 10036	X	X		

Signatures

venBio Select Advisor LLC, by: /s/ Scott Epstein, its Chief Financial Officer & Chief Compliance Officer 10/12/2017

__Signature of Reporting Person Date

/s/ Behzad Aghazadeh 10/12/2017

__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).
- (1) The securities reported herein are held on behalf of accounts managed by venBio Select Advisor LLC, a Delaware limited liability company (the "Investment Manager") and venBio Select Fund LLC, a Delaware limited liability company, a fund managed by the Investment Manager. Behzad Aghazadeh ("Dr. Aghazadeh," and together with the Investment Manager, the "Reporting Persons") serves as the portfolio manager and controlling person of the Investment Manager.

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(2) The filing of this statement shall not be deemed an admission that either of the Reporting Persons is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. Each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.

(3) Pursuant to the terms of the Certificate of Designation of the Series A-1 Convertible Preferred Stock, the shares of Series A-1 Convertible Preferred Stock automatically converted into shares of Common Stock without any action by the Reporting Persons on August 24, 2017. These shares of Series A-1 Convertible Preferred Stock had no expiration date.

Remarks:

The Investment Manager may be deemed a director by deputization of Immunomedics, Inc. (the "Issuer") by virtue of the fact

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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