IMMUNOMEDICS INC

Form 4

September 23, 2016

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

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Form 4 or Form 5 obligations may continue. See Instruction

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(b).

Common

Common

Stock

09/21/2016

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GOLDENBERG DAVID M** Issuer Symbol IMMUNOMEDICS INC [IMMU] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify C/O IMMUNOMEDICS, INC, 300 09/21/2016 below) below) THE AMERICAN ROAD See Remarks (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MORRIS PLAINS, NJ 07950 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Following (Instr. 4) (Instr. 4)

Α Stock

Code V

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

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Reported

Transaction(s)

(Instr. 3 and 4)

3,464,631 (2)

2,510,565

Ι

D

(A)

or

(D)

Price

\$0

Amount

106,061

(1)

See

(3)

Footnote

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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. Transacti Code (Instr. 8)	5. Number of conDerivative 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)	\$ 3.3	09/21/2016		A		199,532	<u>(4)</u>	09/21/2023	Common Stock, par value \$0.01 per share	199,532

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
GOLDENBERG DAVID M							
C/O IMMUNOMEDICS, INC 300 THE AMERICAN ROAD	X		See Remarks				
MORRIS PLAINS, NJ 07950							

Signatures

/s/ David M. 09/23/2016 Goldenberg Date

**Signature of Reporting

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).
- The reporting person's spouse, Ms. Cynthia L. Goldenberg (also known as Cynthia L. Sullivan), President and Chief Executive Officer of (1) the Company, was granted restricted stock units pursuant to the Immunomedics, Inc. 2014 Long-Term Incentive Plan, which vest as to 25% of the shares on the first anniversary of the date of grant and as to 6.25% of the shares 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.
- The reporting person's spouse was granted stock options pursuant to the Immunomedics, Inc. 2014 Long-Term Incentive Plan, which vest (4) as to 25% of the shares underlying the options on the first anniversary of the date of grant and as to 6.25% of the shares underlying the options on a quarterly basis thereafter.

Remarks:

Reporting Owners 2

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Chief Scientific Officer, Chief Patent Officer, and Chairman of the BOD

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