

GOLDENBERG CYNTHIA L
Form 5
August 14, 2017

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
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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)
Common Stock	01/29/2017	Â	A4	Amount 29,240 (1)	(A) or (D) A \$ 0	850,064 (2) D	Â
Common Stock	01/29/2017	Â	F4	11,696	D \$ 4.65	850,064 (2) D	Â
Common Stock	01/29/2017	Â	A4	29,239 (1)	A \$ 0	5,118,579 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> <u>(1)</u>	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> <u>(1)</u>	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	(3) See Footnote (3)
Common Stock	05/25/2017	Â	M4	109,000	A	\$ 3.28	5,118,579	I	(3) See Footnote (3)
Common Stock	05/25/2017	Â	S4	109,000	D	\$ 7.428	5,118,579	I	(3) See Footnote (3)
Common Stock	05/25/2017	Â	M4	106,500	A	\$ 3.28	5,118,579	I	(3) See Footnote (3)

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

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SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number 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 share 9,500

Stock Option (right to buy)	\$ 3.28	05/25/2017	Â	M4	Â	86,500	Â <u>(4)</u>	07/23/2017	share 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 <u>(4)</u>	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 <u>(5)</u>	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 <u>(5)</u>	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 <u>(5)</u>	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 <u>(5)</u>	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 <u>(5)</u>	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,Â NJÂ 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.

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