

IMMUNOMEDICS INC  
Form 5  
July 20, 2016

**FORM 5**

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

OMB APPROVAL

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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).  
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 DAVID M**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**IMMUNOMEDICS INC [IMMU]**  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**06/30/2016**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
See Remarks

**C/O IMMUNOMEDICS, INC, 300  
THE AMERICAN ROAD**  
  
(Street)

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**MORRIS PLAINS, NJ 07950**  
  
(City) (State) (Zip)

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)	(A) or (D)	Price	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	07/28/2015	^	A4	9,746 (1)	A	\$ 0	2,482,958 (2)	D	^
Common Stock	07/28/2015	^	F4	3,570	D	\$ 2.55	2,479,388 (2)	D	^
Common Stock	07/28/2015	^	A4	9,747 (1)	A	\$ 0	3,300,599	I	See Footnote (3)
Common	07/28/2015	^	F4	3,571	D	\$	3,297,028	I	See

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Stock						2.55			Footnote (3)
Common Stock	03/14/2016	Â	A4	29,240 (1)	A	\$ 0	2,508,628 (2)	D	Â
Common Stock	03/14/2016	Â	F4	10,711	D	\$ 2.65	2,497,917 (2)	D	Â
Common Stock	03/14/2016	Â	A4	29,240 (1)	A	\$ 0	3,326,268	I	See Footnote (3)
Common Stock	03/14/2016	Â	F4	10,711	D	\$ 2.65	3,315,557	I	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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## 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	Â X	Â	Â See Remarks	Â

## Signatures

/s/ David M.  
Goldenberg

07/20/2016

\_\_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 on August 16, 2013 by and between the Company and each of the reporting person and his spouse, Ms. Cynthia L. Goldenberg, President and Chief Executive Officer of the Company.

(2) Includes a total of 190,000 shares held as joint tenants by the reporting person and Ms. Goldenberg.

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 his pecuniary interests therein.

^

### Remarks:

Chief^ Scientific^ Officer,^ Chief^ Patent^ Officer,^ and^ Chairman^ of^ the^ Board^ of^ Directors

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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