

IMMUNOMEDICS INC  
Form SC 13D/A  
March 17, 2017

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Immunomedics, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value per share  
(Title of Class of Securities)

452907108  
(CUSIP Number)

Scott Epstein  
c/o venBio Select Advisor LLC  
120 West 45th Street, Suite 2802  
New York, NY 10036  
(212) 937-4970

Eleazer Klein, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022  
(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

March 15, 2017  
(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 5 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

VENBIO SELECT  
ADVISOR LLC  
CHECK THE  
APPROPRIATE

2 BOX IF A MEMBER OF(b) " A GROUP

3 SEC USE ONLY  
SOURCE OF FUNDS

4 AF  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL  
PROCEEDING  
5 IS

REQUIRED  
PURSUANT  
TO ITEMS  
2(d) or 2(e)  
CITIZENSHIP OR  
PLACE OF  
6 ORGANIZATION

Delaware  
SOLE  
VOTING  
POWER

7 10,488,076  
shares of  
Common Stock  
SHARED  
VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

8 -0-  
SOLE  
DISPOSITIVE  
POWER

9 10,488,076  
shares of  
Common Stock

10 SHARED  
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POWER

11 -0-  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12 10,488,076 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

13 EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 9.9%  
TYPE OF REPORTING  
PERSON

OO, IA

CUSIP No. 452907108 SCHEDULE 13D/A Page 3 of 5 Pages

		NAME OF REPORTING PERSON
<b>1</b>		BEHZAD AGHAZADEH
		CHECK THE APPROPRIATE <input checked="" type="checkbox"/> " "
<b>2</b>		BOX IF A MEMBER OF (b) " "
		A GROUP
<b>3</b>		SEC USE ONLY
<b>4</b>		SOURCE OF FUNDS
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		CHECK BOX
		IF
		DISCLOSURE
		OF LEGAL
<b>5</b>		PROCEEDING
		IS
		REQUIRED
		PURSUANT
		TO ITEMS
		2(d) or 2(e)
		CITIZENSHIP OR
		PLACE OF
<b>6</b>		ORGANIZATION
		United States
		SOLE
		VOTING
		POWER
	<b>7</b>	
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		shares of
		Common Stock
		SHARED
		VOTING
		POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>8</b>	
	<b>9</b>	
		-0-
		SOLE
		DISPOSITIVE
		POWER

10,488,076  
shares of  
Common Stock  
SHARED  
DISPOSITIVE  
POWER

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AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

10,488,076 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)      ..  
EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

9.9%  
TYPE OF REPORTING  
PERSON

IN

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This Amendment No. 2 ("Amendment No. 1") amends the statement on Schedule 13D filed on November 16, 2016 (the "Original Schedule 13D"), as amended by Amendment No. 1 filed with the SEC on February 15, 2017 ("Amendment No. 1," and the Original Schedule 13D as amended hereby, the "Schedule 13D") with respect to the shares of common stock, \$0.01 par value per share (the "Common Stock"), of Immunomedics, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Item 4 as set forth below.

**Item**  
**4. PURPOSE OF TRANSACTION**

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On March 15, 2017, the Reporting Persons were notified that, pursuant to a status quo order issued by the Delaware Chancery Court in connection with *Goldenberg, et al. v. Aghazadeh, et al.* (C.A. No. 2017-0163-JTL), Dr. Aghazadeh, Scott Canute, Peter Barton Hutt, and Khalid Islam constitute the board of directors of the Issuer alongside three other directors elected by a plurality of the votes cast at the 2016 annual meeting of stockholders of the Issuer. Dr. Aghazadeh also serves as Portfolio Manager and Manager Director of venBio Select Advisor LLC.

The Reporting Persons intend to support the Issuer, and, to the extent requested by the Issuer, the Reporting Persons may, from time to time, engage in discussions related to, or otherwise help facilitate, financing options for the Issuer, strategic alternatives available to the Issuer, or strategic transactions involving the Issuer.

## SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 17, 2017

### **venBio Select Advisor LLC**

/s/ Scott Epstein

Name: Scott Epstein

Title: Chief Financial Officer  
& Chief Compliance Officer

/s/ Behzad Aghazadeh

**BEHZAD AGHAZADEH**