

venBio Select Advisor LLC
Form 4
September 18, 2018

FORM 4

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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Aghazadeh Behzad

(Last) (First) (Middle)

110 GREENE STREET, SUITE 800

(Street)

NEW YORK, NY 10012

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2018

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)

See Remarks

6. Individual or Joint/Group Filing(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 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 | 04/02/2018 ⁽¹⁾ | | A | 3,849 ⁽²⁾ | A \$ 0 3,849 ⁽²⁾ | D | |
| Common Stock, \$0.01 par value per share | | | | | 17,714,461 | I | See footnotes ⁽³⁾ ⁽⁴⁾ |

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

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SEC 1474
(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 (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 Options (right to buy) | \$ 14.29 | 04/02/2018 ⁽¹⁾ | | A | | 6,497 | | 04/02/2019 ⁽⁵⁾ | 04/02/2025 | Common Stock, par value \$0.01 per share | 6,497 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Aghazadeh Behzad 110 GREENE STREET SUITE 800 NEW YORK, NY 10012 | X | | | See Remarks |
| venBio Select Advisor LLC 110 GREENE STREET SUITE 800 NEW YORK, NY 10012 | X | | | See Remarks |

Signatures

/s/ Behzad Aghazadeh

__Signature of Reporting Person

09/18/2018

Date

venBio Select Advisor LLC, by: /s/ Scott Epstein, its Chief Financial Officer and Chief Compliance Officer

__Signature of Reporting Person

09/18/2018

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) Such grants of restricted stock units and stock options were made automatically pursuant to the Issuer's compensation policy for non-employee directors as of the date of the Issuer's 2018 annual meeting of stockholders, which occurred on April 2, 2018.
- (2) Includes restricted stock units that represent a contingent right to receive one share of the Issuer's common stock. The restricted stock units shall vest on the first anniversary of the date of grant, subject to the Behzad Aghazadeh's ("Dr. Aghazadeh") continued service as a director of the Issuer.
- (3) 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. Dr. Aghazadeh (together with the Investment Manager, the "Reporting Persons") serves as the portfolio manager and controlling person of the Investment Manager.
- (4) 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.
- (5) The stock options vest on the first anniversary of the date of grant, subject to the Dr. Aghazadeh's continued service as a director of the Issuer.

Remarks:

venBio Select Advisor LLC may be deemed to be a director by deputization of the Issuer by virtue of the fact that Dr. Aghazadeh is a director of the Issuer.

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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