

IMMUNOMEDICS INC
Form DEFA14A
October 24, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Immunomedics, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Immunomedics, Inc. 2012 Annual

Meeting of Stockholders To Be Held on December 5, 2012

NOTICE OF 2012 ANNUAL MEETING OF STOCKHOLDERS

- Date** Wednesday, December 5, 2012.
- Time** 10:00 a.m., local time.
- Place** 300 The American Road, Morris Plains, New Jersey 07950.
- Proposals**
1. Elect seven directors to serve for a term of one year until the 2013 Annual Meeting of Stockholders;
 2. To approve the Company's named executive officers' compensation on an advisory basis.
 3. To approve the amendment and restatement of the Company's certificate of incorporation, as amended, to increase the maximum number of authorized shares of the Company's capital stock, all classes, from 120,000,000 shares, consisting of (i) 110,000,000 shares of common stock, \$0.01 par value per share (Common Stock), and (ii) 10,000,000 shares of preferred stock, \$0.01 par value per share (Preferred Stock), to 145,000,000 shares, consisting of (x) 135,000,000 shares of Common Stock, and (y) 10,000,000 shares of Preferred Stock.
 4. Ratify the selection by the Audit Committee of our Board of Directors of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2013; and
 5. Consider any other business as may properly come before the Annual Meeting or any postponement or adjournment of the meeting.

Our Board of Directors recommends a vote **FOR** the election of seven directors to serve for a term of one year until the 2013 Annual Meeting of Stockholders; **FOR** the approval of the advisory (non-binding) vote on executive compensation; **FOR** the approval of the amendment and restatement of our Certificate of Incorporation; and **FOR** the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2013.

Under new Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a printed copy. Your vote is important!

This communication is not a form for voting and presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. A complete set of proxy materials includes notice of meeting, proxy statement, proxy card and annual report. Our proxy statement, annual report and other proxy materials are available at:

www.proxyvote.com

How to View Proxy Materials and Vote on the Internet:

If you have access to the Internet, you can complete the process in a few steps:

Go to www.proxyvote.com. Please have the control number on this notice available and follow the instructions on the screen to view or download.

You will be able to vote your proxy while viewing the proxy materials on the Internet. Please have the control numbers on this notice available when you access the website. Follow the instructions on the screen to vote.

How to Obtain a Paper Copy of the Proxy Materials:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before November 21, 2012 to facilitate timely delivery. Please have the control number on this notice available when you request a copy.

You can order a copy of the proxy materials in one of three ways:

Telephone - Call free of charge at 800-579-1639 in the United States, Canada or Puerto Rico using a touch-tone phone and follow the instructions.

Internet - Go to www.proxyvote.com.

Email - Send an email message to sendmaterial@proxyvote.com with the control number on this notice in the subject line.

You can vote by mail by requesting a paper copy of the proxy materials, which will include a proxy card.

How to Vote in Person:

If you are a stockholder of record as of the record date, you are invited to attend the annual meeting and you may vote in person. Proxy materials will be available and we will give you a ballot when you arrive.

Directions to attend the meeting can be found on our website, www.immunomedics.com.

CONTROL NUMBERS

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Ms. Jane Stockholder

321 Proxy Ave.

YourCity, WA 98200

Account # [__]

Pin # [__]

Sequence # [__]

**You may vote your proxy when you view
the materials on the Internet.**

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**You will be asked to enter these account
validation numbers.**

[Remainder to be provided by intermediaries]