

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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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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 <sup>(1)</sup>		A	3,849 <sup>(2)</sup>	A \$ 0 3,849 <sup>(2)</sup>	D	
Common Stock, \$0.01 par value per share					17,714,461	I	See footnotes <sup>(3)</sup> <sup>(4)</sup>

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 <sup>(1)</sup>		A		6,497		04/02/2019 <sup>(5)</sup>	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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