

Actinium Pharmaceuticals, Inc.
Form 4
March 16, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SETH SANDESH

2. Issuer Name and Ticker or Trading Symbol
**Actinium Pharmaceuticals, Inc.
[ATNM]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

**C/O ACTINIUM
PHARMACEUTICALS, INC, 275
MADISON AVENUE, 7TH FLOOR**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10016

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Actinium Pharmaceuticals, Inc. - Form 4

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Warrant to purchase common stock | \$ 0.78 | 03/14/2017 | | J ⁽¹⁾ | 64,746 | 01/31/2012 | 02/11/2022 | Common Stock |
| Warrant to purchase common stock | \$ 0.78 | 03/14/2017 | | J ⁽¹⁾ | 99,619 | 01/31/2012 | 02/11/2022 | Common Stock |
| Warrant to purchase common stock | \$ 2.34 | 03/14/2017 | | J ⁽²⁾ | 57,212 | 01/19/2012 | 01/28/2018 | Common Stock |
| Warrant to purchase common stock | \$ 2.34 | 03/14/2017 | | A | 57,212 | 03/14/2017 | 02/11/2022 | Common Stock |
| Options to purchase common stock | \$ 1.39 | 03/14/2017 | | A | 750,000 | ⁽³⁾ | 03/14/2027 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SETH SANDESH C/O ACTINIUM PHARMACEUTICALS, INC 275 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10016 | X | | Executive Chairman | |

Signatures

/s/ Sandesh Seth 03/15/2017

__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).

(1) Certain warrants were issued to Mr. Seth as part of investment banking and advisory services either prior to and outside of Mr. Seth's role as a Board Member and subsequently Executive Chairman and are not compensation for Board or Executive Chairman services to the Company. The Executive Chairman has refrained from exercising certain warrants that are or have been in the money for most of their term in order to align with the long term interests of the Company. In order to maintain that alignment on March 14, 2017, the warrant was amended to extend the term until February 11, 2022. The warrant issued for 99,619 shares was issued to Amrosan LLC, an entity affiliated with Mr. Seth's family.

(2) Certain warrants were issued to Mr. Seth as part of investment banking and advisory services either prior to and outside of Mr. Seth's role as a Board Member and subsequently Executive Chairman and are not compensation for these latter services to the Company. The Executive Chairman has refrained from exercising certain warrants that are or have been in the money for most of their term in order to align with the long term interests of the Company. In order to maintain that alignment on March 14, 2017 the Company cancelled a Warrant in the amount of 57,212, shares and issued a new warrant with a term until February 11, 2022.

(3) Pursuant to the terms of the company's Amended and Restated 2013 Stock Plan, 2% of the options shall vest each month from the date of grant. In addition, 100,000 options are subject to cancellation based on the obtainment of certain milestones.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.