

IMMUNOMEDICS INC
Form 10-K/A
August 24, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark one)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2018.

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number: 0-12104

IMMUNOMEDICS, INC.

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(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation) **61-1009366**
(I.R.S. Employer Identification No.)

300 The American Road, Morris Plains, New Jersey
(Address of principal executive offices) **07950**
(Zip Code)

Registrant's telephone number, including area code: **(973) 605-8200**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$0.01 par value	Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§299.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

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Large Accelerated Filer
Non-Accelerated Filer
Emerging Growth Company

Accelerated Filer
Smaller Reporting Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2 of the Act). Yes No

The aggregate market value of the registrant's common stock held by non-affiliates computed by reference to the price at which the common stock was last sold as of December 31, 2017 was \$2,606,095,987. The number of shares of the registrant's common stock outstanding as of August 20, 2018 was 186,832,011.

Documents Incorporated by Reference:

Certain information required in Part III of this Annual Report on Form 10-K will be set forth in, and incorporated from the registrant's definitive proxy statement for the 2018 annual meeting of stockholders, or an amendment to this Annual Report on Form 10-K, which will be filed by the registrant with the Securities and Exchange Commission not later than 120 days after the end of the registrant's fiscal year ended at June 30, 2018.

EXPLANATORY NOTE

The signed consent of KPMG LLP, the Company's independent registered public accounting firm, was delivered prior to the filing of the Form 10-K for the year ended June 30, 2018, originally filed on August 23, 2018 (the "Original Filing"); however, the conformed signature was inadvertently omitted from the version of the consent filed via EDGAR. This amendment is being filed to include the conformed signature.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Form 10-K/A also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

Except as expressly set forth in this Amendment No. 1, no other changes have been made to the Original Filing, and this Form 10-K/A does not modify, amend or update in any way any of the financial or other information contained in the Original Filing. This Form 10-K/A does not reflect events that may have occurred subsequent to the filing date of the Original Filing.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Documents filed as part of this Amendment:

1. Consolidated Financial Statements:
The following documents were previously filed with the SEC on August 23, 2018 as part of our Annual Report on Form 10-K for the fiscal year ended June 30, 2018, which is being hereby amended.
Consolidated Balance Sheets June 30, 2018 and 2017
Consolidated Statements of Comprehensive Loss for the years ended June 30, 2018, 2017 and 2016
Consolidated Statements of Changes in Stockholders' Equity (Deficit) for the years ended June 30, 2018, 2017 and 2016
Consolidated Statements of Cash Flows for the years ended June 30, 2018, 2017 and 2016
Notes to Consolidated Financial Statements
Reports of Independent Registered Public Accounting Firm KPMG LLP
2. Financial Statement Schedule:
The following documents were previously filed with the SEC on August 23, 2018 as part of our Annual Report on Form 10-K for the fiscal year ended June 30, 2018, which is being hereby amended.
Schedule II Valuation and Qualifying Reserves
3. List of Exhibits

Exhibit No.	Description
3.(i).1	<u>Amended and Restated Certificate of Incorporation, incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K as filed with the Commission on June 29, 2017.</u>
3.(i).2	<u>Form of Certificate of Designation of Series A-1 Convertible Preferred Stock, incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K, as filed with the Commission on May 5, 2017.</u>
3.(iii).1	<u>Second Amended and Restated By-Laws of the Company, incorporated by reference from the Exhibits to the Company's Current Report on Form 8-K as filed with the Commission on August 27, 2007.</u>
3.(iii).2	<u>Amendment to Second Amended and Restated By-Laws of Immunomedics, Inc., incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K, as filed with the Commission on November 28, 2016.</u>
3.(iii).3	<u>Second Amendment to Second Amended and Restated By-Laws of Immunomedics, Inc., incorporated by reference from Exhibit 3.3 to the Company's Current Report on Form 8-K, as filed with the Commission on February 16, 2017.</u>
4.1	<u>Indenture, dated as of February 11, 2015, by and between the Company and Wells Fargo Bank, National Association, incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K as filed with the Commission on February 12, 2015.</u>
4.2	<u>Form of 4.75% Convertible Senior Note due 2020 incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K as filed with the Commission on February 12, 2015.</u>
4.3	<u>Warrant Agreement, dated as of October 11, 2016, between the Company and Broadridge Financial Solutions, Inc., as warrant agent, incorporated by reference to exhibit 4.1 to the Company's current report on Form 8-K, as filed with the Commission on October 12, 2016.</u>
4.4	

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Warrant Agreement, dated as of February 16, 2017, between the Company and Broadridge Financial Solutions, Inc., as warrant agent, incorporated by reference to exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the Commission on February 16, 2017.

- 4.5 Registration Rights Agreement, dated as of February 10, 2017, between the Company and Seattle Genetics, Inc., incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3, as filed with the Commission on July 31, 2017 (Commission File No. 333-219594).
- 10.1 Amended and Restated License Agreement among the Company, David M. Goldenberg and the Center for Molecular Medicine and Immunology, Inc., dated December 11, 1990, incorporated by reference from the Exhibits to the Company's Registration Statement on Form S-2 effective July 24, 1991 (Commission File No. 33-41053). (P)

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- 10.2 Amendment, dated March 13, 1995, to the Amended and Restated License Agreement among the Company, David M. Goldenberg and the Center for Molecular Medicine and Immunology, Inc., dated December 11, 1990, incorporated by reference from the Exhibits to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1995.
- 10.3 License Agreement, dated as of January 21, 1997, between the Company and the Center for Molecular Medicine and Immunology, Inc., incorporated by reference from Exhibit 10.25 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 1996.
- 10.4 License Agreement, dated March 5, 1999, between the Company and IBC Pharmaceuticals, incorporated by reference from Exhibit 10.2 to the Company's Current Report on Form 8-K as filed with the Commission on March 24, 1999.
- 10.5 Contract for Services effective as of January 1, 2002 between the Company and Logosys Logistik GmbH, incorporated by reference from Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2001.
- 10.6 Lease Agreement with Baker Properties Limited Partnership, dated January 16, 1992, incorporated by reference from the Exhibits to the Company's Registration Statement on Form S-2 (Commission File No. 33-44750), effective January 30, 1992. (P)
- 10.7 First Addendum, dated May 5, 1993, of the Lease Agreement with Baker Properties Limited Partnership, dated January 16, 1992, incorporated by reference from Exhibit 10.31 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
- 10.8 Second Addendum, dated March 29, 1995, of the Lease Agreement with Baker Properties Limited Partnership, dated January 16, 1992, incorporated by reference from Exhibit 10.32 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
- 10.9 Letter Amendment, dated October 5, 1998, of the Lease Agreement with Baker Properties Limited Partnership, dated January 16, 1992, incorporated by reference from Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
- 10.10 Fourth Amendment Expansion/Extension Agreement dated August 15, 2001, of the Lease Agreement with Baker Properties Limited Partnership, dated January 16, 1992, incorporated by reference from Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
- 10.11 Fifth Amendment Expansion Agreement dated June 18, 2009 of the Lease with WU/LH 300 American L.L.C. a successor-in-interest to Baker Properties Limited Partnership, incorporated by reference from Exhibit 10.36 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2009.
- 10.12 Sixth Amendment Extension Agreement dated February 11, 2011 of the Lease with WU/LH 300 American L.L.C. a successor-in-interest to Baker Properties Limited Partnership, incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011.
- 10.13# Immunomedics, Inc. 2006 Stock Incentive Plan, incorporated by reference from Exhibit 99.1 to the Company's Registration Statement on Form S-8 (Commission File Number 333-143420), as filed with the Commission on May 31, 2007.
- 10.14# Amendment 2007-1 to the Immunomedics, Inc. 2006 Stock Incentive Plan, incorporated by reference from Exhibit 99.2 to the Company's Registration Statement on Form S-8 (Commission File Number 333-143420), as filed with the Commission on May 31, 2007.
- 10.15# Form of Stock Option Agreement under the Immunomedics, Inc. 2006 Stock Incentive Plan, as amended, incorporated by reference from Exhibit 10.24 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
- 10.16# Form of Change of Control Addendum to the Stock Option Agreement under the Immunomedics, Inc. 2006 Stock Incentive Plan, as amended, incorporated by reference from Exhibit 10.25 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
- 10.17# Form of Notice of Grant of Stock Option under the Immunomedics, Inc. 2006 Stock Incentive Plan, as amended, incorporated by reference from Exhibit 10.26 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.

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- 10.18# Form of RSU Issuance Agreement under the Immunomedics, Inc. 2006 Stock Incentive Plan, as amended, incorporated by reference from Exhibit 10.27 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
- 10.19# Form of Change of Control Addendum to RSU Agreement under the Immunomedics, Inc. 2006 Stock Incentive Plan, as amended, incorporated by reference from Exhibit 10.28 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
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- 10.20# Form of Initial Director RSU Issuance Agreement under the Immunomedics, Inc. 2006 Stock Incentive Plan, as amended, incorporated by reference from Exhibit 10.29 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
- 10.21# Form of Annual Director RSU Issuance Agreement under the Immunomedics, Inc. 2006 Stock Incentive Plan, as amended, incorporated by reference from Exhibit 10.30 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
- 10.22# Form of Restricted Stock Unit Issuance Agreement under the Immunomedics, Inc. 2006 Stock Incentive Plan, as amended, incorporated by reference from Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Commission on August 22, 2013.
- 10.23# Form of Performance-Based Restricted Stock Unit Issuance Agreement under the Immunomedics, Inc. 2006 Stock Incentive Plan, as amended, incorporated by reference from Exhibit 10.2 to the Company's current report on Form 8-K, as filed with the Commission on August 22, 2013.
- 10.24# Immunomedics, Inc. 2014 Long-Term Incentive Plan, incorporated by reference from Exhibit 99.1 to the Company's Registration Statement on Form S-8 (Commission File Number 333-201470), as filed with the Commission on January 13, 2015.
- 10.25# Forms of Incentive Stock Option Notice and Incentive Stock Option Agreement under the Immunomedics, Inc. 2014 Long-Term Incentive Plan, incorporated by reference from Exhibit 99.2 to the Company's Registration Statement on Form S-8 (Commission File Number 333-201470), as filed with the Commission on January 13, 2015.
- 10.26# Forms of Nonqualified Stock Option Notice and Nonqualified Stock Option Agreement under the Immunomedics, Inc. 2014 Long-Term Incentive Plan, incorporated by reference from Exhibit 99.3 to the Company's Registration Statement on Form S-8 as filed with the Commission on January 13, 2015.
- 10.27# Forms of Restricted Stock Units Notice and Restricted Stock Units Agreement (for Officers/Employees) under the Immunomedics, Inc. 2014 Long-Term Incentive Plan, incorporated by reference from Exhibit 99.4 to the Company's Registration Statement on Form S-8 as filed with the Commission on January 13, 2015.
- 10.28# Forms of Restricted Stock Units Notice and Restricted Stock Units Agreement (for Directors) under the Immunomedics, Inc. 2014 Long-Term Incentive Plan, incorporated by reference from Exhibit 99.5 to the Company's Registration Statement on Form S-8 as filed with the Commission on January 13, 2015.
- 10.29# Amended and Restated Employment Agreement, entered into on July 14, 2015 and effective as of July 1, 2015, between the Company and Dr. David M. Goldenberg, incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on July 16, 2015.
- 10.30# Restricted Stock Units Notice, entered into on July 14, 2015, between the Company and Dr. David M. Goldenberg, incorporated by reference from Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed with the Commission on July 16, 2015.
- 10.31# Amendment No. 1 to Amended and Restated Employment Agreement, effective as of November 30, 2015, between the Company and Dr. David M. Goldenberg, incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2015.
- 10.32# Fifth Amended and Restated Employment Agreement, dated July 1, 2011, between the Company and Cynthia L. Sullivan, incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on June 25, 2014.
- 10.33 Development and License Agreement, dated as of February 10, 2017, by and between the Company and Seattle Genetics, Inc., incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017.
- 10.34 Stock Purchase Agreement, dated as of February 10, 2017, by and between the Company and Seattle Genetics, Inc., incorporated by reference from Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017.

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- 10.35 Form of Indemnification Agreement by and between the Company and each of its directors, executive officers, and certain of its former directors and executive officers, incorporated by reference to exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Commission on February 16, 2017.
- 10.36 Securities Purchase Agreement between the Company and the Purchasers, dated as of May 4, 2017, incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-3, as filed with the Commission on July 31, 2017 (Commission File No. 333-219594).
- 10.37 Termination Agreement, dated May 4, 2017, between the Company and Seattle Genetics, Inc., incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2017, as filed with the Commission on August 16, 2017.
- 10.38 Form of Exchange Agreement, incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Commission on September 15, 2017.

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- 10.39 Development and License Agreement, dated as of February 10, 2017, by and between the Company and Seattle Genetics, Inc., incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q/A, as filed with the Commission on September 18, 2017.
- 10.40 Master Services Agreement, dated as of July 3, 2017, by and between the Company and Covance, Inc., incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q, as filed with the Commission on November 9, 2017.
- 10.41 Work Order, dated as of July 3, 2017, by and between the Company and Covance, Inc., incorporated by reference to Exhibit 10.3 to the Company's quarterly report on Form 10-Q, as filed with the Commission on November 9, 2017.
- 10.42 Stipulation and Agreement of Settlement, Compromise, and Release, dated November 2, 2017, by and among the Company, venBio Select Advisor LLC, Dr. David M. Goldenberg, Cynthia L. Sullivan, Brian A. Markison, Greenhill & Co., Inc., and Greenhill & Co., LLC., incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Commission on November 8, 2017.
- 10.43 Form of Indemnification Agreement, incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Commission on December 6, 2017.
- 10.44 # Executive Employment Agreement, dated as of November 8, 2017, between the Company and Michael Pehl, incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q, as filed with the Commission on February 8, 2018.
- 10.45 # Incentive Stock Option Grant, dated as of December 7, 2017, between the Company and Michael Pehl, incorporated by reference to Exhibit 10.3 to the Company's quarterly report on Form 10-Q, as filed with the Commission on February 8, 2018.
- 10.46 # Nonqualified Stock Option Grant, dated as of December 7, 2017, between the Company and Michael Pehl, incorporated by reference to Exhibit 10.4 to the Company's quarterly report on Form 10-Q, as filed with the Commission on February 8, 2018.
- 10.47 # Executive Employment Agreement, dated as of November 8, 2017, between the Company and Brendan Delaney, incorporated by reference to Exhibit 10.5 to the Company's quarterly report on Form 10-Q, as filed with the Commission on February 8, 2018.
- 10.48 # Incentive Stock Option Grant, dated as of November 10, 2017, between the Company and Brendan Delaney, incorporated by reference to Exhibit 10.6 to the Company's quarterly report on Form 10-Q, as filed with the Commission on February 8, 2018.
- 10.49 Funding Agreement, dated as of January 7, 2018, between the Company and RPI Finance Trust, incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q, as filed with the Commission on May 9, 2018.
- 10.50 Common Stock Purchase Agreement, dated as of January 7, 2018, between the Company and RPI Finance Trust, incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q, as filed with the Commission on May 9, 2018.
- 10.51 # Executive Employment Agreement, dated as of March 27, 2018, between the Company and Robert Iannone, incorporated by reference to Exhibit 10.3 to the Company's quarterly report on Form 10-Q, as filed with the Commission on May 9, 2018.
- 10.52 # Incentive Stock Option Grant, dated as of April 9, 2018, between the Company and Robert Iannone, incorporated by reference to Exhibit 10.4 to the Company's quarterly report on Form 10-Q, as filed with the Commission on May 9, 2018.
- 10.53 # Nonqualified Stock Option Grant, dated as of April 9, 2018, between the Company and Robert Iannone, incorporated by reference to Exhibit 10.5 to the Company's quarterly report on Form 10-Q, as filed with the Commission on May 9, 2018.
- 10.54 # Nonqualified Stock Option Grant, dated as of April 9, 2018, between the Company and Robert Iannone, incorporated by reference to Exhibit 10.6 to the Company's quarterly report on Form 10-Q, as filed with the Commission on May 9, 2018.

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- 10.55 ±** Letter Agreement, dated as of July 6, 2018, by and between the Company and BSP Pharmaceuticals S.p.A.
- 10.56 ±** License Agreement, dated as of April 4, 2018, by and between the Company and The Scripps Research Institute.
- 21.1** Subsidiaries of the Company.
- 23.1* Consent of Independent Registered Public Accounting Firm KPMG LLP.
- 31.1** Certification of the Principal Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
- 31.2** Certification of the Principal Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
- 31.3* Certification of the Principal Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
- 31.4* Certification of the Principal Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
- 32.1** Certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2** Certification of the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101** The following financial information from the Annual Report on Form 10-K for the fiscal year ended June 30, 2018 filed with the SEC on August 23, 2018, formatted in XBRL (eXtensible Business Reporting Language) and furnished electronically herewith: (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Comprehensive Loss; (iii) the Consolidated Statements of Changes in Stockholders' Equity (Deficit); (iv) the Consolidated Statements of Cash Flows; and (v) the Notes to Consolidated Financial Statements.

* Filed herewith.

** Previously filed with the Original Filing.

Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K pursuant to Item 15(a)(3) of Form 10-K.

Confidential treatment has been granted for certain portions of this exhibit.

± Confidential treatment has been requested for certain portions of this exhibit. The confidential portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission.

P Paper copy only.

(Exhibits available upon request)

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IMMUNOMEDICS, INC.

Date: August 24, 2018

By:

/s/ MICHAEL PEHL

Michael Pehl

Chief Executive Officer (Principal Executive Officer)