

Actinium Pharmaceuticals, Inc.
Form DEF 14A
November 14, 2014

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 under Rule 14a-12

Actinium Pharmaceuticals, Inc.

(Name of Registrant as Specified In Its Charter)

N/A

(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)(1) and 0-11.

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

November 17, 2014

Dear Fellow Stockholders,

We cordially invite you to attend the 2014 annual meeting of our stockholders on December 22, 2014, at 9:30 a.m. Eastern Time, at Sheraton Mahwah Hotel, 1 International Boulevard, Mahwah, New Jersey. Matters on which action will be taken at the meeting are explained in detail in the attached Notice and Proxy Statement. Our Annual Report for the year ended December 31, 2013 on Form 10-K, as amended, will be available through our website at www.actiniumpharma.com under the heading "Investor Relations" and the subheading "SEC Filings and Investor Information". Additionally, a form of proxy card and information on how to vote by mail, through the Internet, by fax or by phone is included herein.

We wish to thank all our shareholders, new and old, for their faith in our ability to deliver results. We are proud of the tremendous progress we have made in 2014 on several major fronts as detailed below. We have made significant strides with IomabTM-B as we transition the product into its upcoming pivotal trial. With respect to Actimab-A, we plan to announce interim results before the shareholder meeting, which will further enhance the Company's profile in the stock market. We look forward to the future with confidence in our strategy as we progress into 2015. We will strive to deliver sustainable results that will drive growth and generate shareholder value as we continue to drive the business forward in 2015 and beyond.

Key Achievements in 2014

Uplisting to NYSE Markets Provides Greater Access to Shareholders and Liquidity
Addition to the Russell® Indexes and Greater Trading Volume
Attracted Additional Research Analyst Coverage
Strengthened Company Infrastructure with Key Executive Hires
Advancement of Iomab-B towards Phase 3 Clinical Trial
Progression of Actimab-A Phase 1/2 Program; Announce Interim Results
Strengthened Balance Sheet

Enhanced Stock Market Profile with NYSE Markets Uplisting, Addition to the Russell® Indexes, Greater Trading Volume Coverage and Research Analyst Coverage

We successfully uplisted from the OTC bulletin board to the NYSE-MKT, a national exchange, in March 2014. This action enables a broader base of potential investors to invest in our strong future. We were privileged to join the broad-market Russell 3000® Index as well as the Russell 2000®, Russell Global and Russell Microcap® on June 27, 2014. *These exchange and index inclusions coupled with our investor outreach efforts have resulted in an approximate 8x improvement in liquidity (3-month average daily trading volume) since the last shareholder update in December 2013.* Additional equity research coverage was initiated by Canaccord Genuity and MLV. The research reports from all three equity analysts are highly favorable and recognize the potential of our Company in the near and longer-term with share price targets in the \$16-18 range. We continue to extend our outreach efforts to buy and sell-side research analysts and portfolio managers in both the U.S. and Europe in order to gain greater visibility and research coverage. We believe that our efforts should result in greater liquidity for our existing shareholders as appreciation of Actinium's prospects with a wider audience takes hold and investor purchases increase.

Further Developed Company Infrastructure with Key Executive Hires and Establishment of a New Operation Site

We have implemented and established the infrastructure necessary to support our development programs and also future commercial supply of the resulting products. We have attracted top caliber senior executives, each with more than 20 years of experience and prior success in the healthcare industry, which validates our technology platform and core Iomab-B and Actimab-A programs. The team will play a critical role in ensuring that we meet or exceed our objectives across all key areas including Clinical Operations, Regulatory and Quality, Development, Investor and Public Relations, and Business Development. We have also established an operational site in MetroPark, Edison, NJ, which provides access to a larger, highly experienced, talent pool which we can access to support our development and pre-commercialization activities.

Iomab-B on Track to Enter Its Pivotal Trial Next Year

Iomab-B, the Company's lead product candidate, is on the cusp of entering a Pivotal Phase 3 trial to potentially address the significant unmet medical need for older patients who require less toxic conditioning prior to a bone marrow transplant. We have worked diligently to put in place strong contract manufacturing partners to ensure the highest quality manufacturing, labelling, and distribution of Iomab-B to support both the clinical trial and potential commercialization. The necessary development, scale-up and validation for both the monoclonal antibody itself and the finished Iomab-B drug product are currently at an advanced stage. Although these milestones are not immediately visible to investors, they are critical to the continued advancement of Iomab-B as we move the development program closer to potential commercialization. Therefore, we are making every effort to address all the requirements for not only a successful pivotal clinical study but also to ensure rapid regulatory approval and support full commercial launch. This has been a transition year in which the Actinium team has been focused on getting the commercial manufacturing for both the antibody and the drug product ready to support the commencement of our Phase 3 clinical trial. In 2015, we anticipate being able to provide more specific updates regarding the advancement of the program. Since the last shareholder update, we executed an agreement with ACT Oncology, a full-service, oncology focused, clinical research organization, to help us prepare and execute the Phase 3 clinical trial of Iomab-B. We have started preparations for the trial including initiating clinical center recruiting outreach. We also held a scientific advisory board (SAB) meeting in October to further inform our clinical protocol and get final input on the clinical study.

Actimab-A Development Advancements Supported By ASH Abstract

Actimab-A is in a Phase 1/2 trial as a first line treatment of Acute Myeloid Leukemia (AML) in elderly patients. We continue to march forward with the Actimab-A Phase 1/2 trial and are on target to reveal interim results in November 2014 as part an abstract to be published by the American Society of Hematology ("ASH"), the preeminent scientific society for blood cancer research. This is the fourth clinical trial supporting our HuM 195 alpha program with the first three having demonstrated a clinically relevant pharmacologic response. Given the current trial has several elements that de-risk the trial, we have confidence the current Phase 1/2 trial for Actimab-A can demonstrate effectively that it is a viable drug candidate for the treatment of AML in the elderly. In addition, in December, around the time of ASH, we anticipate providing additional information related to this trial. Baylor Charles A. Sammons Cancer Center, one of the largest oncology centers in the nation treating over 55,000 cancer patients every year, and Columbia University Medical Center join several leading U.S. cancer centers which include Memorial Sloan Kettering Cancer Center, MD Anderson Cancer Center, Fred Hutchinson Cancer Research Center, Johns Hopkins University School of Medicine and University of Pennsylvania Health System. The addition of Baylor and other leading cancer centers with which we are in active discussions will support the ongoing enrolment in our Phase 1/2 study. Separately, we recently announced the development of another antibody-actinium-225 labeled construct to support a third clinical program at Memorial Sloan Kettering Cancer Center and will look to advance select additional programs where we already have a significant amount of both clinical and preclinical data. We expect that, in 2015, we will make significant strides in enrolment and anticipate we will be in a position to reveal additional interim results from the Phase 2 portion of our Phase 1/2 study in time for next year's ASH annual meeting to be held in December of 2015.

Scientific Developments

Actinium, in conjunction with our collaborators, has maintained a visible presence in the scientific and medical communities as evidenced by the presentations given during the course of this year.

ASH 2013 Oral and Poster Abstracts: “Phase I Trial of the Targeted Alpha-Particle Nano-Generator Actinium-225-Lintuzumab (Anti-CD33) In Combination With Low-Dose Cytarabine (LDAC) For Older Patients With Untreated Acute Myeloid Leukemia (AML)”, December 7 2013, New Orleans, Joseph Jurcic, MD, Director of the Hematologic Malignancies Section, New York Presbyterian / Columbia

NewYorkBIO-CONference: “Can Older Refractory/Relapsed AML Patients Undergo Successful BMT without Entering CR First?”, May 15 2014, New York, Drs. Jurcic, Giralt, et al

American Society of Clinical Oncology (“ASCO”): “Radiopharmaceuticals: Spanning Hematologic Malignancies to Solid Tumors”, June 1 2014, Chicago, Joseph Jurcic, MD, Director of the Hematologic Malignancies Section, New York Presbyterian / Columbia

Society of Nuclear Medicine and Molecular Imaging Annual Meeting (“SNMMI”): St. Louis, MO, June 10, 2014, “Ac-225 and Bi-213 Radioimmunoconjugate Therapy of Leukemia”, Joseph Jurcic, MD, Director of the Hematologic Malignancies Section, New York Presbyterian / Columbia

Technetium and Other Radiometals in Chemistry and Medicine Annual Conference (“TERACHEM”): “Clinical Studies with Ac-225 and Ra-223 Labeled Radiopharmaceutical Therapeutics”, September 13 2014, Italy, Dr. Steven M. Larson, Head of the Nuclear Medicine Research Laboratory and Chair of Radiology, Memorial Sloan Kettering Cancer Center

Cancer Advance Boston: Focus on Innovation: “Combination Therapy: Proposals for Success”, Boston, September 30, 2014, Joseph Jurcic, MD, Director of the Hematologic Malignancies Section, New York Presbyterian / Columbia

Key Opinion Leader Event Focused on Emerging Therapies for Acute Myeloid Leukemia, October 21 2014, New York, Joseph Jurcic, MD, Director of the Hematologic Malignancies Section, New York Presbyterian / Columbia

EORTC-NCI-AACR Symposium on Molecular Targets and Cancer Therapeutics: “Targeted Alpha Particle Therapy for Hematologic Malignancies”, Barcelona, November 20, 2014, Joseph Jurcic, MD, Director of the Hematologic Malignancies Section, New York Presbyterian / Columbia

Financial Condition

During the first nine months of 2014, we strengthened our cash position in preparation of moving Iomab-B into Phase 3 and the advancement of our Actimab-A phase 1/2 development program. Year to date, we raised approximately \$17.0 million in total proceeds which includes the successful completion of an underwritten secondary offering in June of 2014 which provided us \$13.7 million. We believe this is sufficient additional capital to continue to meet our major near-term milestones.

2014 Outlook

We have an ambitious agenda that we are working steadily to achieve in order to advance our development programs and to create value for our shareholders. The Actinium team will diligently to move Iomab-B and Actimab-A as quickly as possible through the clinic while prudently managing development and operating costs. We are very excited and encouraged with our progress to date.

Actinium's major objectives for 2015 are to:

File an IND for Iomab-B and Initiate a pivotal Phase 3 study for Iomab-B,

Continue enrolment in the Actimab-A Phase 1/2 study and evaluate interim results as we progress the trial to completion,

Evaluate the seven physician sponsored trials for Iomab-B and assess the potential for additional indications appropriate for company sponsored trials for Iomab-B,

Actively explore strategic licensing and collaborations as appropriate,

Further expand the business, technical and clinical development teams to scale with expanded operating plan for 2015 and beyond.

As we enter 2015, we are a stronger company with the foundation to support future growth opportunities. Moving forward, our primary focus will be on the successful development of Iomab-B. In addition, we plan to form alliances with potential development and commercialization partners for Actimab-A that will accelerate our time to market and

extend our geographic reach in global markets outside the United States. We also plan to seek opportunities to expand our product pipeline beyond AML and evaluate licensing and acquisition opportunities involving innovative clinical stage or marketed drug candidates that address unmet medical needs, offer excellent market potential and provide synergies with our business model with a specific interest in oncology, especially bone marrow transplant.

As demonstrated above, we have been extremely busy this year executing our business plan for both the near-term and longer-term. In the near-term, we expect to release interim results on the Actimab-A trial as part of an abstract which will be published in November as part of the ASH annual meeting and plan to provide more information on the clinical trial around the time of the ASH annual meeting in December. In addition, we remain on track to commence the Phase 3 Iomab-B trial in the first half of 2015. Longer-term, we expect to deliver on our primary objectives of bringing Iomab-B to market in 2017 and establishing the clinical validity of Actimab-A, as we seek to build an advanced, world-class oncology company that can address challenges of many types of cancer. We are confident our technologies can provide us with many potentially first-in-class drugs to address unmet medical needs.

Our team wishes to thank our shareholders for their support in Actinium this year. As can be clearly seen from the highlights of our achievements listed above, we have made great progress since our shareholder update in December 2013. However, we are acutely aware that delivering on our primary objectives of bringing Iomab-B to market in 2017 and establishing the clinical validity of Actimab-A for the treatment of AML, requires us to meet nearer-term milestones on time. I assure you that our entire team is energized and completely focused on meeting our corporate objectives.

We hope that you will be supportive of our goals to continue on your behalf to provide breakthrough cancer therapies for unmet medical needs and in the process enhance value to the company and its shareholders. Please send in your completed proxy form as soon as possible as indicated in the proxy materials. We hope we will see many of you at the Shareholder Meeting.

On behalf of everyone at Actinium Pharmaceuticals, I would like to reiterate our appreciation to our stockholders for their support and continued confidence. The coming year will be a very important year for Actinium and we look forward to serving you.

Sincerely,

/S/ Kaushik J. Dave

Kaushik J. Dave, Ph.D., MBA

President and Chief Executive Officer

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON DECEMBER 22, 2014

To the stockholders of Actinium Pharmaceuticals, Inc.,

You are cordially invited to attend the 2014 annual meeting of Stockholders of Actinium Pharmaceuticals, Inc. to be held at the Sheraton Mahwah Hotel, 1 International Boulevard, Mahwah, New Jersey on December 22, 2014 at 9:30 a.m. Eastern Standard Time. At the annual meeting you will be asked to vote on the following matters:

Proposal 1: To elect David Nicholson and Richard Steinhart as Class I directors to serve for a three-year term that expires at the 2017 Annual Meeting of Stockholders, or until his successor is elected and qualified or until his earlier resignation or removal; and

Proposal 2: To ratify the appointment of GBH CPAs, PC as our independent registered public accounting firm; and

Proposal 3: To approve an amendment to our Certificate of Incorporation to increase the number of shares the corporation is authorized to issue to 375,000,000 shares, of which 300,000,000 shares of common stock, par value \$0.001 per share, and 75,000,000 shares of preferred stock, par value \$0.001 per share, shall be authorized; and

Proposal 4: To approve an amendment to our Certificate of Incorporation to remove the board size and update the classified board provisions of our charter; and

To consider and act upon any other business as may properly come before the annual meeting or any adjournments thereof.

The Board of Directors recommends that you vote at the annual meeting “FOR” Proposals 1, 2, 3 and 4. These items of business are more fully described in the proxy statement that is attached to this Notice. The Board of Directors fixed the close of business on November 3, 2014 as the “Record Date” for determining the stockholders that are entitled to notice of and to vote at the annual meeting and any adjournments thereof. A list of stockholders entitled to vote at the meeting will be available for examination for a period of ten days before the meeting in person at our corporate offices in New York, New York, and also at the meeting. Stockholders may examine the list for purposes related to the meeting.

It is important that your shares are represented and voted at the meeting. You can vote your shares by completing, signing, dating, and returning your completed proxy card or vote by mail, over the Internet, by fax or by phone by following the instructions included in the proxy statement. You can revoke a proxy at any time prior to its exercise at the meeting by following the instructions in the proxy statement.

You may attend the annual meeting and vote in person even if you have previously voted by proxy in one of the ways listed above. Your proxy is revocable in accordance with the procedures set forth in the proxy statement.

By Order of the Board of Directors

/s/ Sandesh Seth

New York, NY Executive Chairman

November 17, 2014

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Stockholders Should Read the Entire Proxy Statement Carefully Prior to Returning Their Proxies

PROXY STATEMENT

FOR

ANNUAL MEETING OF STOCKHOLDERS

GENERAL

The enclosed proxy is solicited on behalf of the Board of Directors of Actinium Pharmaceuticals, Inc. for use at our annual meeting of stockholders to be held the Sheraton Mahwah Hotel, 1 International Boulevard, Mahwah, New Jersey on December 22, 2014 at 9:30 a.m. Eastern Standard Time. Voting materials, including this proxy statement and proxy card, are expected to be first delivered to all or our stockholders on or about November 17, 2014.

QUESTIONS AND ANSWERS

Following are some commonly asked questions raised by our stockholders and answers to each of those questions.

What may I vote on at the annual meeting?

At the annual meeting, stockholders will consider and vote upon the following matters:

To elect David Nicholson and Richard Steinhart as Class I directors to serve for a one-year term that expires at the 2015 Annual Meeting of Stockholders, or until his successor is elected and qualified or until his earlier resignation or removal;

To ratify the appointment of GBH CPAs, PC as our independent registered public accounting firm;

To approve an amendment to our Certificate of Incorporation to increase the number of shares the corporation is authorized to issue to 375,000,000 shares, of which 300,000,000 shares of common stock, par value \$0.001 per share, and 75,000,000 shares of preferred stock, par value \$0.001 per share, shall be authorized;

To approve an amendment to our Certificate of Incorporation to remove the board size and update the classified board provisions of our charter; and

such other matters as may properly come before the annual meeting or any adjournments thereof.

How does the Board of Directors recommend that I vote on the proposals?

The Board of Directors recommends a vote “**FOR**” each of the nominees to the Board of Directors, “**FOR**” the proposal ratifying the appointment of GBH CPAs, PC, “**FOR**” the approval an amendment to our Certificate of Incorporation to increase the number of shares the corporation is authorized to issue to 375,000,000 shares, of which 300,000,000 shares of common stock, par value \$0.001 per share, and 75,000,000 shares of preferred stock, par value \$0.001 per share, shall be authorized, and “**FOR**” the approval of an amendment to our Certificate of Incorporation in order to remove the board size and update the classified board provisions of our charter.

How do I vote?

Whether you plan to attend the annual meeting or not, we urge you to vote by proxy. If you vote by proxy, the individuals named on the proxy card applicable to your class of stock, or your “proxies,” will vote your shares in the manner you indicate. You may specify whether your shares: should be voted for or withheld for the nominee for director; and should be voted for, against or abstained with respect to the ratification of the appointment of the Company’s independent registered public accounts. Voting by proxy will not affect your right to attend the annual meeting. If your shares are registered directly in your name through our transfer agent, Action Stock Transfer Corporation, or you have stock certificates registered in your name, you may submit a proxy to vote:

By Internet or by telephone. Follow the instructions attached to the proxy card to submit a proxy to vote by Internet or telephone.

By mail. If you received one or more proxy cards by mail, you can vote by mail by completing, signing, dating and returning the enclosed proxy card applicable to your class of stock in the enclosed postage prepaid envelope. Your proxy will be voted in accordance with your instructions. If you sign the proxy card but do not specify how you want your shares voted, they will be voted as recommended by our Board of Directors.

In person at the meeting. If you attend the annual meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot, which will be available at the annual meeting. You are required to register in advance of the annual meeting if you plan to attend the annual meeting in person. If you wish to register in advance of the annual meeting, please contact our investor relations office by no later than December 15, 2014, by e-mail to esmith@actiniumpharma.com, fax at (732) 243-9499, mail to Actinium Pharmaceuticals, Inc., 546 5th Avenue, 14th Floor, New York, New York 10036 or telephone at (646) 459-4201.

Telephone and Internet voting facilities for all stockholders of record will be available 24-hours a day and will close at 11:59 p.m., E.D.T, on December 21, 2014.

If your shares are held in “street name” (held in the name of a bank, broker or other nominee who is the holder of record), you must provide the bank, broker or other nominee with instructions on how to vote your shares and can do so as follows:

By Internet or by telephone. Follow the instructions you receive from the record holder to vote by Internet or telephone.

By mail. You should receive instructions from the record holder explaining how to vote your shares.

In person at the meeting. Contact the broker, bank or other nominee who holds your shares to obtain a broker's proxy card and bring it with you to the annual meeting. You will not be able to vote at the annual meeting unless you have a proxy card from your broker, bank or other nominee.

What happens if additional matters are presented at the annual meeting?

Other than the election of directors, the ratification of the appointment of our auditor, the amendment of our charter to increase the authorized shares of the Company, and the amendment of our charter to remove the board size and update the classified board provisions, we are not aware of any other business to be acted upon at the annual meeting. If you grant a proxy, the person named as proxy holder, Kaushik Dave, Ph.D., our CEO, President and corporate secretary, will have the discretion to vote your shares on any additional matters properly presented for a vote at the annual meeting.

What happens if I do not give specific voting instructions?

If you hold shares in your name and you sign and return a proxy card without giving specific voting instructions, your shares will be voted as recommended by our Board of Directors on all matters and as the proxy holder may determine in her discretion with respect to any other matters properly presented for a vote before the annual meeting. If you hold your shares through a stockbroker, bank or other nominee and you do not provide instructions on how to vote, your stockbroker or other nominee may exercise their discretionary voting power with respect to certain proposals that are considered as “routine” matters. For example, Proposal 2 - ratification of the appointment of GBH CPAs, PC as our independent registered public accounting firm is commonly considered as a routine matter, and thus your stockbroker, bank or other nominee may exercise their discretionary voting power with respect to Proposal 2. **If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform us that it does not have the authority to vote on these matters with respect to your shares.** This is generally referred to as a “broker non-vote.” When the vote is tabulated for any particular matter, broker non-votes will be counted for purposes of determining whether a quorum is present, but will not otherwise be counted. In the absence of specific instructions from you, your broker does not have discretionary authority to vote your shares with respect to Proposal 1 - the election of David Nicholson and Richard Steinhart as members to our Board of Directors, Proposal 3 – the amendment to the certificate of incorporation to increase the authorized shares of the company, and Proposal 4 – the amendment to the certificate of incorporation to remove the board size provision and update the classified board provision. **We encourage you to provide voting instructions to the organization that holds your shares by carefully following the instructions provided in the notice.**

What is the quorum requirement for the annual meeting?

On November 3, 2014, the Record Date for determining which stockholders are entitled to vote, there were 30,005,507 shares of our common stock outstanding which is our only class of voting securities. Each share of common stock entitles the holder to one vote on matters submitted to a vote of our stockholders. A majority of our outstanding common shares as of the Record Date must be present at the annual meeting (in person or represented by proxy) in order to hold the meeting and conduct business. This is called a quorum. Your shares will be counted for

purposes of determining if there is a quorum, even if you wish to abstain from voting on some or all matters introduced at the annual meeting, if you are present and vote in person at the meeting or have properly submitted a proxy card or voted by fax, by phone or by using the Internet.

How can I change my vote after I return my proxy card?

You may revoke your proxy and change your vote at any time before the final vote at the annual meeting. You may do this by signing a new proxy card with a later date, by voting on a later date by using the Internet (only your latest Internet proxy submitted prior to the annual meeting will be counted), or by attending the annual meeting and voting in person. However, your attendance at the annual meeting will not automatically revoke your proxy unless you vote at the annual meeting or specifically request in writing that your prior proxy be revoked.

Is my vote confidential?

Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within our company or to third parties, except:

as necessary to meet applicable legal requirements;

to allow for the tabulation of votes and certification of the vote; and

to facilitate a successful proxy solicitation.

Any written comments that a stockholder might include on the proxy card will be forwarded to our management.

Where can I find the voting results of the annual meeting?

The preliminary voting results will be announced at the annual meeting. The final voting results will be tallied by our Inspector of Elections and reported in a Current Report on Form 8-K which we will file with the SEC within four business days of the date of the annual meeting.

How can I obtain a separate set of voting materials?

To reduce the expense of delivering duplicate voting materials to our stockholders who may have more than one Actinium Pharmaceuticals, Inc. stock account, we are delivering only one Notice to certain stockholders who share an

address, unless otherwise requested. If you share an address with another stockholder and have received only one Notice, you may write or call us to request to receive a separate Notice. Similarly, if you share an address with another stockholder and have received multiple copies of the Notice, you may write or call us at the address and phone number below to request delivery of a single copy of this Notice. For future annual meetings, you may request separate Notices, or request that we send only one Notice to you if you are receiving multiple copies, by writing or calling us at:

Actinium Pharmaceuticals, Inc.

Attention: Evan Smith, Vice President Investor Relations and Finance

546 5th Avenue, 14th Floor

New York, New York 10036

Tel: 646-459-4201

Fax: 732-243-9499

Who pays for the cost of this proxy solicitation?

We will pay the costs of the solicitation of proxies. We may also reimburse brokerage firms and other persons representing beneficial owners of shares for expenses incurred in forwarding the voting materials to their customers who are beneficial owners and obtaining their voting instructions. In addition to soliciting proxies by mail, our board members, officers and employees may solicit proxies on our behalf, without additional compensation, personally, electronically or by telephone.

How can I obtain a copy of Actinium Pharmaceuticals, Inc.'s 2013 Annual Report on Form 10-K?

This proxy statement and our 2013 annual report to stockholders are available for viewing, printing and downloading at www.proxyvote.com. To view these materials, please have your 12-digit control number(s) available that appears on your Notice or proxy card. On this website, you can also elect to receive future distributions of our proxy statements and annual reports to stockholders by electronic delivery.

Additionally, you can find a copy of our Annual Report on Form 10-K, as amended, which includes our financial statements, for the fiscal year ended December 31, 2013 on the website of the Securities and Exchange Commission, or the SEC, at www.sec.gov, or in the "SEC Filings and Investor Information" section of the "Investors" section of our website at www.actiniumpharma.com. You may also obtain a printed copy of our Annual Report on Form 10-K, as amended, including our financial statements, free of charge, from us by sending a written request to: Actinium Pharmaceuticals, Inc., 546 5th Ave, 14th Floor, New York, NY 10036, attention: Secretary.

What is the voting requirement to approve the proposals?

In the election of directors, the two people nominated will be elected if there is a quorum and the votes cast "FOR" the director exceeds those cast against the director. The proposal to ratify the appointment of GBH CPAs, PC as our independent registered public accounting firm will be approved if there is a quorum and the votes cast "FOR" the proposal exceeds those cast against the proposal. The proposal to amend the charter to increase the authorized shares of the company will be approved if there is a quorum and the votes cast "FOR" the proposal exceeds those cast against the proposal. The proposal to approve an amendment to our Certificate of Incorporation to remove the board size provision and update the classified board provision will be approved if there is a quorum and the votes cast "FOR" the proposal reaches the majority of the outstanding voting power.

Abstentions and broker non-votes will be treated as shares that are present, or represented and entitled to vote for purposes of determining the presence of a quorum at the annual meeting. Abstentions will not be counted in determining the number of votes cast in connection with any matter presented at the annual meeting. Broker non-votes will not be counted as a vote cast on any matter presented at the annual meeting.

Do I Have Dissenters' (Appraisal) Rights?

Appraisal rights are not available to our shareholders with any of the proposals described above to be brought before the annual meeting of shareholders.

How can I communicate with the non-employee directors on the Actinium Pharmaceuticals, Inc. Board of Directors?

The Board of Directors encourages stockholders who are interested in communicating directly with the non-employee directors as a group to do so by writing to the non-employee directors in care of our Chairman of the Board. Stockholders can send communications by mail to:

Sandesh Seth, Chairman of the Board and Executive Chairman (“Executive Chairman”)

Actinium Pharmaceuticals, Inc.

546 5th Avenue, 14th floor

New York, New York 10036

Correspondence received that is addressed to the non-employee directors will be reviewed by our Executive Chairman of the Board or his designee, who will regularly forward to the non-employee directors a summary of all such correspondence and copies of all correspondence that, in the opinion of our chairman, deals with the functions of the Board of Directors or committees thereof or that our chairman otherwise determines requires their attention. Directors may at any time review a log of all correspondence received by us that is addressed to the non-employee members of the Board of Directors and request copies of any such correspondence.

WHO CAN HELP ANSWER YOUR QUESTIONS?

You may seek answers to your questions by writing, calling or emailing us at:

Evan Smith

Vice President Investor Relations and Finance

Actinium Pharmaceuticals, Inc.

546 Fifth Avenue, 14th Floor

New York, NY 10036

Email: esmith@actiniumpharma.com

Tel: 646-459-4201

Fax: 732-243-9499

CORPORATE GOVERNANCE

Board of Directors

The Board of Directors oversees our business affairs and monitors the performance of management. In accordance with our corporate governance principles, the Board of Directors does not involve itself in day-to-day operations. The directors keep themselves informed through discussions with the Chief Executive Officer, the Executive Chairman, other key executives and by reading the reports and other materials that we send them and by participating in Board of Directors and committee meetings. Our directors hold office until their successors have been elected and duly qualified unless the director resigns or by reason of death or other cause is unable to serve in the capacity of director. Biographical information about our directors is provided in “Election of Directors – Proposal No. 1” on page 24.

Term of Office

Our directors are divided into three classes, designated Class I, Class II and Class III. Class I shall consist of two directors, Class II shall consist of two directors, and Class III shall consist of the chief executive officer.

The term of each director is set forth below or until their successors are duly elected:

Director	Class	Term (from 2013 Annual Meeting)
Kaushik Dave	Class III	36 months
David Nicholson	Class I	12 months
Sandesh Seth	Class II	24 months
Sergio Traversa	Class II	24 months
Richard Steinhart	Class I	12 months

Notwithstanding the foregoing, each director shall serve until his successor is duly elected and qualified, or until his or her retirement, death, resignation or removal. In order to implement a classified board of directors, Class I shall serve a 12 month term from the date of the 2013 Annual Shareholders Meeting (December 2013); Class II shall serve a 24 month term from the date of the 2013 Annual Shareholders Meeting; and Class III shall serve a 36 month term from the date the date of the 2013 Annual Shareholders Meeting. Directors elected at each annual meeting commencing in 2014 shall be elected for a 3 year term.

Director Independence

We use the definition of “independence” of the NYSE MKT to make this determination. We are listed on the NYSE MKT under the symbol “ATNM”. NYSE MKT corporate governance rule Sec. 803(A)(2) provides that an “independent director” means a person other than an executive officer or employee of the company. No director qualifies as independent unless the issuer's board of directors affirmatively determines that the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following is a non-exclusive list of persons who shall not be considered independent under NYSE MKT rules:

a director who is, or during the past three years was, employed by the company, other than prior employment as an interim executive officer (provided the interim employment did not last longer than one year);

a director who accepted or has an immediate family member who accepted any compensation from the company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:

(i) compensation for board or board committee service,

(ii) compensation paid to an immediate family member who is an employee (other than an executive officer) of the company,