IMMUNOMEDICS INC
Form 10-Q
May 09, 2007
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2007

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.

(Exact name of Registrant as specified in its charter)

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

300 American Road, Morris Plains, New Jersey 07950

(Address of principal executive offices) (Zip Code)

(973) 605-8200

(Registrant s Telephone Number, Including Area Code)

Former Name, Former Address and Former Fiscal Year,

If Changed Since Last Report: Not Applicable

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 requirements for the past 90 days. Yes x No ¨

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

Large Accelerated Filer ¨ Accelerated Filer x Non-Accelerated Filer ¨

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

The number of shares of the registrant s common stock outstanding as of May 7, 2007 was 75,011,664.

Table of Contents

IMMUNOMEDICS, INC.

TABLE OF CONTENTS

Table of Contents

ITEM 1. FINANCIAL STATEMENTS

IMMUNOMEDICS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	March 31, 2007 (unaudited)	June 30, 2006
ASSETS		
Current Assets:		
Cash and cash equivalents	**$ 12,425,084**	$ 40,877,766
Marketable securities	**15,316,000**	948,820
Accounts receivable, net of allowance for doubtful accounts of $116,000 and $117,000, at March 31, 2007 and June 30, 2006, respectively	**639,169**	498,612
Inventory, net of reserve for obsolescence of $0 and $66,000 at March 31, 2007 and June 30, 2006, respectively	**526,250**	541,030
Other current assets	**716,807**	602,736
Restricted cash and securities- current portion	**1,275,200**	1,275,200
Total current assets	**30,898,510**	44,744,164
Property and equipment, net of accumulated depreciation of $18,052,175 and $16,837,826, at March 31, 2007 and June 30, 2006, respectively	**7,655,961**	8,496,060
Restricted securities- long-term portion	**318,800**	1,275,200
Other long-term assets	**630,941**	1,362,419
	$ 39,504,212	$ 55,877,843
LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)		
Current Liabilities:		
Current portion of long-term debt	**$ 1,275,200**	$ 1,275,200
Accounts payable and accrued expenses	**5,824,708**	7,090,754
Deferred revenues current portion		10,669,231
Total current liabilities	**7,099,908**	19,035,185
Long-term debt	**1,015,717**	29,525,377
Deferred revenues long-term portion	**31,145,385**	25,810,769
Minority interest	**102,825**	182,000
Commitments and Contingencies		
Stockholders equity (deficit):		
Preferred stock, $0.01 par value; authorized 10,000,000 shares; no shares issued and outstanding at March 31, 2007 and June 30, 2006;		
Common stock, $0.01 par value; authorized 110,000,000 shares; issued and outstanding, 69,804,128 shares at March 31, 2007 and 57,538,031 at June 30, 2006, respectively	**698,042**	575,380
Capital contributed in excess of par	**215,375,796**	184,651,409
Treasury stock, at cost, 34,725 shares	**(458,370)**	(458,370)
Accumulated deficit	**(215,883,585)**	(203,780,087)
Accumulated other comprehensive income	**408,494**	336,180
Total stockholders equity (deficit)	**140,377**	(18,675,488)
	$ 39,504,212	$ 55,877,843

See accompanying notes to unaudited consolidated financial statements.

Table of Contents

IMMUNOMEDICS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS AND

COMPREHENSIVE LOSS

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2007	2006	2007	2006
	(unaudited)			
Revenues:				
Product sales	**$ 839,438**	$ 1,142,461	**$ 2,160,146**	$ 1,685,186
License fee and other revenues	**32,577**	83,250	**5,373,443**	246,931
Research and development	**67,145**	89,523	**134,285**	268,570
Total revenues	**939,160**	1,315,234	**7,667,874**	2,200,687
Costs and Expenses:				
Costs of goods sold	**118,243**	186,984	**299,348**	387,639
Research and development	**4,535,438**	4,654,183	**14,889,966**	17,432,526
Sales and marketing	**214,269**	151,417	**539,216**	490,797
General and administrative	**961,692**	1,015,830	**2,729,729**	3,026,780
Total costs and expenses	**5,829,642**	6,008,414	**18,458,259**	21,337,742
Operating loss	**(4,890,482)**	(4,693,180)	**(10,790,385)**	(19,137,055)
Loss on change in fair value of warrants				(269,988)
Interest and other income	**356,115**	101,949	**1,243,895**	417,037
Interest expense	**(595,534)**	(1,174,887)	**(3,226,028)**	(4,705,593)
Minority interest	**30,927**	22,360	**79,175**	73,216
Foreign currency transaction gain	**2,490**	737	**30,122**	978
Loss before income tax benefit	**(5,096,484)**	(5,743,021)	**(12,663,221)**	(23,621,405)
Income tax (expense) benefit	**(44,021)**		**559,723**	514,350
Net loss	**$ (5,140,505)**	$ (5,743,021)	**$ (12,103,498)**	$ (23,107,055)
Per share data (basic and diluted):				
Net loss	**$ (0.08)**	$ (0.10)	**$ (0.20)**	$ (0.42)
Weighted average number of common shares outstanding	**65,000,333**	55,670,994	**60,065,038**	54,606,327
Comprehensive loss:				
Net loss	**$ (5,140,505)**	$ (5,743,021)	**$ (12,103,498)**	$ (23,107,055)
Other comprehensive income, net of tax:				
Foreign currency translation adjustments	**13,131**	29,330	**55,780**	16,466
Unrealized gain on securities available for sale net	**3,284**	12,919	**16,534**	18,795
Other comprehensive income	**16,415**	42,249	**72,314**	35,261
Comprehensive loss	**$ (5,124,090)**	$ (5,700,772)	**$ (12,031,184)**	$ (23,071,794)

See accompanying notes to unaudited consolidated financial statements

Table of Contents

IMMUNOMEDICS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended March 31,	
	2007	**2006**
	(unaudited)	
Cash flows from operating activities:		
Net loss	**$ (12,103,498)**	(23,107,055)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	**1,214,349**	1,323,115
Amortization of deferred revenue	**(5,334,615)**	
Non-cash interest charges related to 5% senior convertible notes, net	**2,621,376**	2,509,594
Minority interest	**(79,175)**	(73,216)
Credit for allowance for doubtful accounts	**(940)**	(24,557)
Inventory reserve		4,900
Amortization of premiums of marketable securities	**15,745**	85,432
Loss on change in fair value of warrants		269,988
Non-cash expense relating to issuance of stock options	**292,231**	21,871
Payment of interest expense with common stock	**757,624**	791,628
Changes in operating assets and liabilities	**(1,200,900)**	(1,190,299)
Other	**55,780**	16,466
Net cash used in operating activities	**(13,762,023)**	(19,372,133)
Cash flows from investing activities:		
Purchases of marketable and restricted securities	**(162,479,960)**	(1,150,000)
Proceeds from sales and maturities of marketable securities	**149,050,000**	4,213,671
Purchases of property and equipment	**(374,250)**	(120,786)
Net cash (used in) provided by investing activities	**(13,804,210)**	2,942,885
Cash flows from financing activities:		
Release of restricted funds from escrow		14,300,000
Exercise of stock options	**69,951**	95,250
Payments of debt	**(956,400)**	(956,400)
Net cash (used in) provided by financing activities	**(886,449)**	13,438,850
Net decrease in cash and cash equivalents	**(28,452,682)**	(2,990,398)
Cash and cash equivalents, beginning of period	**40,877,766**	11,937,483
Cash and cash equivalents, end of period	**$ 12,425,084**	$ 8,947,085

See accompanying notes to unaudited consolidated financial statements.

Table of Contents

IMMUNOMEDICS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED

FINANCIAL STATEMENTS

Reference is made to the Annual Report on Form 10-K of Immunomedics, Inc., a Delaware corporation (Immunomedics, the Company, we, our or us) for the fiscal year ended June 30, 2006, which contains our audited consolidated financial statements and the notes thereto.

1. Business Overview and Basis of Presentation

The accompanying unaudited consolidated financial statements of Immunomedics, which incorporate our majority-owned subsidiaries, have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and the instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, the statements do not include all of the information and footnotes required by GAAP for complete annual financial statements. With respect to the financial information for the interim periods included in this Quarterly Report on Form 10-Q, which is unaudited, management believes that all adjustments (consisting of normal recurring accruals), considered necessary for a fair presentation of the results for such interim periods have been included. The balance sheet at June 30, 2006 has been derived from the Company s audited 2006 consolidated financial statements. Operating results for the three and nine-month periods ended March 31, 2007 are not necessarily indicative of the results that may be expected for the full fiscal year ending June 30, 2007, or any other period.

Immunomedics is subject to significant risks and uncertainties, including, without limitation, the Company s inability to further identify, develop and achieve commercial success for new products and technologies; the possibility of delays in the research and development necessary to select drug development candidates and delays in clinical trials; the risk that clinical trials may not result in marketable products; the risk that the Company may be unable to successfully finance and secure regulatory approval of and market drug candidates; the Company s dependence upon pharmaceutical and biotechnology collaborations; the levels and timing of payments under the Company s collaborative agreements, if any; uncertainties about the Company s ability to obtain new corporate collaborations and acquire new technologies on satisfactory terms, if at all; the development of competing products; the Company s ability to protect proprietary technologies; patent-infringement claims; and risks of new, changing and competitive technologies and regulations in the United States and internationally. For more details regarding such risks and uncertainties please refer to the section entitled Item 1A Risk Factors included in this Quarterly Report on Form 10-Q.

As of March 31, 2007, the Company had unrestricted cash, cash equivalents and marketable securities totaling $27,741,000. By entering into the May 9, 2006 Development, Collaboration and License Agreement, (the UCB Agreement) with UCB, S.A. (UCB) (see Note 7) with the receipt of the initial payments related thereto and the sale of securities in May 2007 (see Note 11), the Company has sufficient funds to fund its operations and continue its research and development programs for at least the next twelve months. Cash requirements in fiscal year 2007 are expected to be at a level lower than in fiscal year 2006 due to decreased spending for clinical trials, as UCB has assumed the financial responsibilities of completing the clinical and regulatory submissions of epratuzumab for systemic lupus erythematosus (SLE) and any other autoimmune disease indication. However, research and development activities are expected to expand over time and the Company does not believe it will have adequate cash to complete its other research and development compounds in its development pipeline in line with

Table of Contents

its corporate strategy. As a result, Immunomedics will continue to require additional financial resources in order to continue its research and development programs, clinical trials of product candidates and regulatory filings.

Immunomedics has never achieved profitable operations and there is no assurance that profitable operations, even if achieved, can be sustained on a continuing basis. The Company s future operations are dependent on, among other things, revenues from licensing agreements, market acceptance of any future therapeutic products, and the success of its commercialization efforts. Since its inception in 1982, Immunomedics principal source of funds has been the private and public sale of debt and equity securities and, to a lesser extent, revenues from licensing. There can be no assurance that Immunomedics will be able to raise the additional capital it will need on commercially acceptable terms if at all. If it is unable to raise capital on acceptable terms, its ability to continue its business will be materially and adversely affected.

2. Summary of Significant Accounting Policies

Principles of Consolidation and Presentation

The consolidated financial statements include the accounts of Immunomedics and its majority-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. Minority interest is recorded for a majority-owned subsidiary.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Foreign Currencies

For subsidiaries outside of the United States that operate in a local currency environment, income and expense items are translated to U.S. dollars at the monthly average rates of exchange prevailing during the year. The assets and liabilities are translated at the period-end exchange rates and equity accounts are translated at historical exchange rates. Translation adjustments are accumulated in a separate component of stockholders equity in the consolidated balance sheets and are included in the determination of comprehensive loss. Transaction gains and losses are included in the determination of net loss.

Cash Equivalents, Marketable Securities and Restricted Securities

The Company considers all highly liquid investments with original maturities of three months or less, at the time of purchase, to be cash equivalents.

Immunomedics investments in marketable securities and restricted securities are classified as securities that are available for sale. The marketable securities portfolio at March 31, 2007 primarily consisted of long-term auction rate bonds that are tied to short-term interest notes that are reset through a dutch auction process that occurs every 28 days.

Table of Contents

Concentration of Credit Risk

Cash, cash equivalents, marketable securities, and restricted securities are financial instruments that potentially subject the Company to concentration of credit risk. Immunomedics invests its securities in debt instruments of financial institutions and corporations with strong credit ratings. The Company has established guidelines relative to diversification and maturities that are designed to help ensure safety and liquidity. These guidelines are periodically reviewed to take advantage of trends in yields and interest rates. The Company has never experienced any significant losses on its investments.

Inventory

Inventory is stated at the lower of average cost (which approximates first-in, first-out) or market, and includes materials, labor and manufacturing overhead. As of March 31, 2007, the inventory balance consisted of finished goods ($331,250) and work in process ($195,000).

Property and Equipment

Property and equipment are stated at cost and are depreciated on a straight-line basis over the estimated useful lives (5-10 years) of the respective assets. Leasehold improvements are capitalized and amortized over the lesser of the life of the initial lease term or the estimated useful life of the asset. The Company reviews long-lived assets for impairment whenever events or changes in business circumstances occur that indicate that the carrying amount of the assets may not be recoverable. The Company assesses the recoverability of long-lived assets held and to be used based on undiscounted cash flows, and measures the impairment, if any, using discounted cash flows.

Revenue Recognition

The Company accounts for revenue arrangements that include multiple deliverables in accordance with Emerging Issues Task Force No. 00-21, *Accounting for Revenue Arrangements with Multiple Deliverables* (EITF 00-21). EITF 00-21 addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting. In applying the guidance, revenue arrangements with multiple deliverables can only be considered as separate units of accounting if: a) the delivered item has value to the customer on a standalone basis, b) there is objective and reliable evidence of the fair value of the undelivered items, and c) if the right of return exists, delivery of the undelivered items is considered probable and substantially in the control of the vendor. If these criteria are not met, the revenue elements must be considered a single unit of accounting for purposes of revenue recognition. The Company concluded that the UCB Agreement should be accounted for as a single unit of accounting and at the time of the UCB Agreement, began amortizing the $38 million payment received over the expected obligation period, which was initially estimated to end in November 2009.

Payments received under contracts to fund certain research activities are recognized as revenue in the period in which the research activities are performed. Payments received in advance that are related to future performance are deferred and recognized as revenue when the research projects are performed. Upfront nonrefundable fees associated with license and development agreements where the Company has continuing involvement in the agreement are recorded as deferred revenue and recognized over the estimated service period. If the estimated service period is subsequently modified, the period over which the upfront fee is recognized is modified accordingly on a prospective basis.

Table of Contents

In January 2007, UCB decided to stop further new patient enrollment into the SLE clinical trials designed and initiated by the Company. Investigators were advised by UCB of this decision, and protocol amendments have been submitted to Institutional Review Boards to seek approval to treat patients with SLE who demonstrated clinical benefit in these trials. At that time, UCB and its experts in the field of SLE believed that the existing clinical trial protocols should be revised, including potential changes to patient enrollment criteria as such changes may result in more rapid patient enrollment.

In early March 2007, based on continuing discussions and information provided by UCB during the third quarter of fiscal 2007, the Company determined that UCB terminated the SLE clinical trials designed and initiated by Immunomedics. UCB and their experts in the field of SLE have decided to establish new protocols under which new clinical trials for the treatment of SLE would be conducted. The clinical trial data from the recently stopped trials collected to date are extremely valuable and will be analyzed as support for the new clinical trials. The protocols for the new SLE clinical trials will need to be reviewed and approved by the regulatory authorities. As a result of the UCB decision, the Company is no longer able to determine when these clinical trials will take place nor can it determine how these decisions will impact its obligation period under the terms of the agreement with UCB. Accordingly, beginning in the third quarter of fiscal 2007, the Company ceased amortizing to revenue the deferred revenue recorded with the receipt of the up front payments from UCB at the inception of the license agreement until such time as the obligation period is reasonably determinable. The Company has been advised by UCB that it remains committed to developing epratuzumab for the treatment of SLE.

Milestone payments are recognized as revenue upon the achievement of mutually agreed milestones, provided that (i) the milestone event is substantive and its achievement is not reasonably assured at the inception of the agreement, and (ii) there are no continuing performance obligations associated with the milestone payment. To date, the Company has not recorded any revenue for milestone payments.

Revenue from the sale of diagnostic products is recorded when there is persuasive evidence that an arrangement exists, delivery has occurred, the price is fixed and determinable and collectibility is reasonably assured. Allowances, if any, are established for uncollectible amounts, estimated product returns and discounts.

Research and Development Costs

Research and development costs are expensed as incurred.

Make-Whole Interest Derivative Liability

The holders of the Company s 5% Senior Convertible Notes due May 2008 (the 5% Notes) who convert the 5% Notes will also receive on the date of conversion a payment equal to the amount of accrued and unpaid interest, less interest actually previously paid or provided for, up to and including the maturity date of the 5% Notes, known as the make-whole interest payment. The make-whole interest payment is considered a bifurcated derivative since the embedded call option can accelerate the settlement of the interest component of the debt cost at the holder s option. Changes in the fair value of the make-whole interest payment are recorded in current period operations as a component of interest expense. The fair value of this instrument was recorded in the consolidated balance sheet as derivative interest liability and is classified in accounts payable and accrued expenses. The initial value of the derivative interest liability associated with the make-whole interest provision of $751,000 was recorded as additional debt discount and is either being amortized to interest expense over the remaining life of the 5% Notes or classified to paid in capital for the 5% Notes that were converted into shares of common stock. As of March 31, 2007 all but $726,000 of the 5% Notes have been converted into shares of common stock, with the make-whole interest derivative liability reduced to approximately $54,000.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities relate to the expected future tax consequences of events that have been recognized in the Company s consolidated financial statements and tax returns. A valuation allowance is

Table of Contents

provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. All of the Company deferred tax assets which substantially relate to U.S. federal and state Net Operating Losses (NOLs), have been fully reserved.

Benefits received resulting from the sale of certain of our State of New Jersey NOLs are recognized as a tax benefit when the NOL is approved for sale by the State of New Jersey. During the nine-month periods ended March 31, 2007 and 2006, the Company sold and received benefits of approximately $647,000 and $514,000, respectively, as a result of the State of New Jersey NOLs.

Income taxes are provided for profitable foreign jurisdictions at the applicable effective tax rate. During the nine-month period ended March 31, 2007, the Company provided income taxes of $87,000 relating to foreign operations, however, no income taxes were provided for in the previous year due to losses in those jurisdictions for the nine-month period ended March 31, 2006.

Net Loss Per Share Allocable to Common Stockholders

Net loss per basic and diluted common share allocable to common stockholders is based on the net loss for the relevant period, divided by the weighted-average number of common shares outstanding during the period. For purposes of the diluted net loss per common share calculations, the exercise or conversion of all potential common shares is not included because their effect would have been anti-dilutive, due to the net loss recorded for the nine-month periods ended March 31, 2007 and 2006. The common stock equivalents excluded from the diluted per share calculation are 8,690,000 and 19,897,900 shares at March 31, 2007 and 2006, respectively.

Comprehensive Loss

Comprehensive loss consists of net loss, net unrealized gains (losses) on securities available for sale and foreign exchange translation changes and is presented in the Consolidated Statements of Operations and Comprehensive Loss.

Stock-Based Compensation

Prior to July 1, 2005, the Company s stock option plan was accounted for under the recognition and measurement provisions of APB Opinion No. 25, *Accounting for Stock Issued to Employees* and related Interpretations, as permitted by Financial Accounting Standards Board (FASB) Statement No. 123, *Accounting for Stock-Based Compensation*. No stock-based employee compensation cost was recognized in the Statement of Operations for the year ended June 30, 2005, as all options granted under the plan had an exercise price equal to the market value of the underlying common stock on the date of grant. Effective July 1, 2005, the Company adopted the fair value recognition provisions of FASB Statement No. 123(R), *Share-Based Payment*, using the modified-prospective-transition method. Under that transition method, compensation cost recognized in 2006 includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of July 1, 2005, based on the grant date fair value estimated in accordance with the original provisions of Statement 123, and (b) compensation cost for all share-based payments granted subsequent to July 1, 2005, based on the grant-date fair value estimated in accordance with the provisions of Statement 123(R). As of June 30, 2005, all outstanding stock options were fully vested.

Table of Contents

Share Incentive Plan

At the Annual Stockholder Meeting on December 6, 2006, the Company s stockholders approved the Immunomedics, Inc. 2006 Stock Incentive Plan (2006 Stock Incentive Plan). The plan was created with the intention to promote the interests of the Company, by providing eligible persons with the opportunity to acquire a proprietary interest, or otherwise increase their proprietary interest, in the Company as an incentive to remain with the organization. The approval authorized 12,000,000 shares of common stock for issuance, which was comprised of 6,736,625 shares of common stock previously available under the 2002 Employee Share Option Plan (the 2002 Plan), including 5,349,700 shares subject to outstanding options and an additional 5,263,375 shares of common stock.

The 2006 Stock Incentive Plan is divided into three separate equity incentive programs. These incentive programs consist of:

Discretionary Grant Program under which eligible persons may be granted options to purchase shares of common stock or stock appreciation rights tied to the value of the common stock;

Stock Issuance Program under which eligible persons may be issued shares of common stock pursuant to restricted stock awards, restricted stock units, performance shares or other stock-based awards which vest upon completion of a designated service period or the attainment of pre-established performance milestones, or such shares of common stock may be a fully-vested bonus for services rendered; and

Automatic Grant Program under which eligible non-employee Board members will automatically receive grants at designated intervals over their period of continued Board service.

The Company s 2002 Plan permitted the grant of share options and shares to its employees for up to 8 million shares of common stock. A summary of this plan is provided in Note 7 to the audited financial statements contained in the Company s Annual Report on Form 10-K for the fiscal year ended June 30, 2006. The Company believes that such awards better align the interests of its employees with those of its shareholders. Option awards are generally granted with an exercise price equal to the market price of the Company s stock at the date of grant; those option awards generally vest based on four years of continuous service and have 10-year contractual terms. As in the 2002 Plan, under the 2006 Stock Incentive Plan certain options provide for accelerated vesting if there is a change in control of the Company.

During the second half of the 2005 fiscal year the Company s Board of Directors approved the acceleration of vesting of all outstanding stock options (the Acceleration). The exercise price of all stock options was above market value at the time of the Acceleration. In accordance with SFAS 123, the Company expensed the remaining unrecognized compensation cost associated with the options with accelerated vesting in the pro forma disclosure in its June 30, 2005 financial statements. These actions were taken in order to avoid expense recognition in future financial statements upon adoption of FAS 123(R). The total additional compensation cost would have been approximately $8,100,000, of which approximately $1,789,000 and $3,084,000 would have been recorded for the nine-month periods ended March 31, 2007 and 2006, respectively.

The fair value of each option granted during the nine-month periods ended March 31, 2007 and 2006 is estimated on the date of grant using the Black-Scholes option-pricing model with the weighted-average assumptions in the following table:

	Nine-month period ended March 31,	
	2007	**2006**
Expected dividend yield	0%	0%
Expected option term (years)	6.25	6.25
Expected stock price volatility	94%	113%
Risk-free interest rate	4.50-4.80%	4.33-4.85%

Table of Contents

The weighted average fair value at the date of grant for options granted during the nine-month periods ended March 31, 2007 and 2006 were $2.09 and $1.74 per share, respectively. The Company uses historical data to estimate employee forfeitures for employees (10%), and executive officers and outside directors (5%) within the valuation model. The expected term of options granted represents the period of time that options granted is expected to be outstanding. Expected stock price volatility was calculated on ten-year daily stock trading history. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Information concerning options for the nine-month period ended March 31, 2007 is summarized as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding, July 1, 2006	5,254,200	$ 7.92		
Granted	110,500	$ 2.09		
Exercised	(34,650)	$ 2.02		
Forfeitures	(22,000)	$ 2.61		
Cancellations	(23,250)	$ 10.02		
Outstanding, March 31, 2007	5,284,800	$ 7.85	5.65	$ 4,112,839
Exercisable, March 31, 2007	4,570,800	$ 8.68	5.10	$ 2,648,349

The Company has 714,000 non-vested options outstanding. As of March 31, 2007, there was $1,005,000 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Plan. That cost is being recognized over a weighted-average period of 3.1 years.

Recently Issued Accounting Pronouncements

In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an Interpretation of FASB Statement No. 109* (FIN 48). This authoritative interpretation clarifies and standardizes the manner by which companies will be required to account for uncertain tax positions. Adoption of FIN 48 is required for fiscal years beginning after December 15, 2006. Immunomedics will be required to adopt FIN 48 no later than the quarter beginning July 1, 2007. Immunomedics does not expect that there will be a material impact on its consolidated financial results upon adoption.

3. Marketable Securities and Restricted Securities

Immunomedics utilizes SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities,* to account for investments in marketable securities. Under this accounting

Table of Contents

standard, securities for which there is not the positive intent and ability to hold to maturity are classified as available-for-sale and are carried at fair value. Unrealized holding gains and losses, which are deemed to be temporary, on securities classified as available-for-sale are classified as a separate component of accumulated other comprehensive loss. Immunomedics considers all of its current investments to be available-for-sale. Marketable securities and restricted securities at March 31, 2007 and June 30, 2006 consist of the following ($ in thousands):

	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Estimated Fair Value
March 31, 2007				
Eurodollar securities	$ 1,860	$	$	$ 1,860
Long-term bonds at short-term interest rates	15,050			15,050
	$ 16,910	$	$	$ 16,910
June 30, 2006				
Municipal Bonds/Agency	$ 3,016	$	$ (17)	$ 2,999
Corporate Debt Securities	500			500
	$ 3,516	$	$ (17)	$ 3,499

Restricted marketable securities at March 31, 2007 and June 30, 2006 of approximately $1,594,000 and $2,550,000 respectively, are included in the table above.

4. Property and Equipment

Property and equipment consists of the following ($ in thousands):

	March 31, 2007	June 30, 2006
Machinery and equipment	$ 6,047	$ 5,751
Leasehold improvements	17,458	17,418
Furniture and fixtures	807	800
Computer equipment	1,396	1,364
	25,708	25,333
Accumulated depreciation and amortization	(18,052)	(16,837)
	$ 7,656	$ 8,496

5. Geographic Segments

Immunomedics manages its operations as one line of business of researching, developing, manufacturing and marketing biopharmaceutical products, particularly antibody-based products for cancer, autoimmune and other serious diseases, and it currently reports as a single industry segment. Immunomedics markets and sells its products in the United States and throughout Europe.

The following table presents financial information based on the geographic location of the facilities of Immunomedics for the three and nine-month periods ended March 31, 2007 and 2006 ($ in thousands):

13

Table of Contents

	Three-Months Ended March 31, 2007		
	United States	Europe	Total
Total assets	$ 36,434	$ 3,070	$ 39,504
Property and equipment, net	7,655	1	7,656
Revenues	156	783	939
Income (loss) before taxes	(5,206)	110	(5,096)

	Three-Months Ended March 31, 2006		
	United States	Europe	Total
Total assets	$ 22,812	$ 3,098	$ 25,910
Property and equipment, net	8,948	2	8,950
Revenues	218	1,097	1,315
Income (loss) before taxes	(6,068)	325	(5,743)

	Nine-Months Ended March 31, 2007		
	United States	Europe	Total
Revenues	$ 5,617	$ 2,051	$ 7,668
Income (loss) before taxes	(12,936)	273	(12,663)

	Nine-Months Ended March 31, 2006		
	United States	Europe	Total
Revenues	$ 698	$ 1,503	$ 2,201
Income (loss) before taxes	(23,611)	(10)	(23,621)

6. Related Party Transactions

Certain of the Company s affiliates, including members of senior management and its Board of Directors, as well as their respective family members and other affiliates, have relationships and agreements among themselves as well as with the Company and its affiliates, that create the potential for both real, as well as perceived, conflicts of interest. These include Dr. David M. Goldenberg, the Chairman of the Board of Directors and Chief Strategic Officer, Ms. Cynthia L. Sullivan, the President and Chief Executive Officer, and certain companies with which the Company does business, including the Center for Molecular Medicine and Immunology (CMMI) and the Company s majority-owned subsidiary, IBC Pharmaceuticals, Inc. (IBC). Dr. Goldenberg and Ms. Sullivan are husband and wife. For a description of these relationships and transactions, see the Company s Annual Report on Form 10-K for the fiscal year ended June 30, 2006 and the notes to the audited financial statements contained therein.

Table of Contents

The Company reimbursed CMMI for expenses incurred on behalf of Immunomedics, including amounts incurred pursuant to research contracts, in the amount of approximately $80,000 and $48,000 for the nine-month periods ended March 31, 2007 and 2006, respectively. It also provides to CMMI, at no cost, laboratory materials and supplies. The Company incurred legal expenses on behalf of CMMI for patent related matters for the nine-month period ended March 31, 2007, of $34,000 as compared to $127,000 for the nine-month period ended March 31, 2006. The Company has first rights to license those patents and may decide whether or not to support them. However, any inventions made independently of the Company at CMMI are the property of CMMI.

For each of the nine-month periods ended March 31, 2007 and 2006, Dr. Goldenberg received $41,250 and $18,333, respectively, in compensation for his services to IBC.

The Company maintains a life insurance policy for Dr. Goldenberg where the Company is the beneficiary. During the three-month period ended September 30, 2006, the Company recorded approximately $405,000 of a previously unrecorded asset related to the cash surrender value on the policy. The impact of recording this asset is not material to the Company s financial position, cash flow or expected results from operations for the full fiscal year.

As part of his employment agreement, Dr. Goldenberg is entitled to receive revenue incentive compensation which includes one-half of one percent (0.5%) on cumulative annual net sales of, royalties on, certain equivalents thereof, and, to the extent approved by the Board of Directors, other consideration received by Immunomedics for such products, up to a cumulative annual aggregate of $75,000,000, and one-quarter of one percent (0.25%) on any cumulative Annual Net Revenue in excess of $75,000,000. A $100,000 annual minimum payment must be paid to Dr. Goldenberg in quarterly installments of $25,000 against all revenue incentive compensation. For the nine-month periods ended March 31, 2007 and 2006 no payments were made for revenue incentive compensation other than the $25,000 minimum quarterly payments.

7. License and Distribution Agreements

On May 9, 2006, the Company entered into the UCB Agreement providing UCB an exclusive worldwide license to develop, manufacture, market and sell epratuzumab for the treatment of all autoimmune disease indications. Under the terms of the UCB Agreement, the Company retains the rights to develop epratuzumab in the field of oncology, and UCB has an option to acquire development and commercialization rights to epratuzumab with respect to cancer indications at anytime prior to the first commercial sales thereof. Under the terms of the UCB Agreement, the Company received from UCB a non-refundable cash payment totaling $38 million (which includes a $25 million upfront payment, plus a $13 million reimbursement for development costs of epratuzumab related to our clinical development of epratuzumab in patients with certain autoimmune conditions prior to the date of the UCB Agreement). For a description of this agreement and related transactions, see the Company s Annual Report on Form 10-K for the fiscal year ended June 30, 2006 and the notes to the audited financial statements contained therein.

The Company determined that all elements under the collaboration and co-promotion agreement should be accounted for as a single unit of accounting under EITF 00-21, *Accounting for Revenue Arrangements with Multiple Deliverables*. In accordance with SAB No. 104 (Topic 13, *Revenue Recognition)*, deferral of revenue is appropriate regarding nonrefundable, upfront fees received in single unit of accounting arrangements. As the Company has continuing obligations under the UCB Agreement, and as significant development risk remains, the

Table of Contents

Company recorded the $38 million non-refundable payment as deferred revenue. Through December 31, 2006 the Company amortized this amount over the estimated obligation period, which was the Company s best estimate of the period of time required for the parties to fulfill their obligations under the UCB Agreement, (originally approximately three and one-half years). Accordingly, the Company recognized $5,335,000 as license fee revenues through the six-month period ended December 31, 2006.

On September 26, 2006, UCB decided to temporarily suspend the clinical trials of epratuzumab for patients with SLE. This suspension was implemented due to UCB s concerns regarding the sterility assurance in the final product. This was a voluntary precautionary step, as there had been no reports of clinical safety issues regarding this matter. As a result of this step, the FDA and certain other regulatory authorities instituted a clinical hold status of these trials. On November 14, 2006 the FDA notified UCB that the clinical hold on existing trials with epratuzumab in patients with lupus was lifted. The Company did not incur significant expenses regarding this temporary suspension.

In January 2007, UCB decided to stop further new patient enrollment into the SLE clinical trials designed and initiated by the Company. Investigators were advised by UCB of this decision, and protocol amendments have been submitted to Institutional Review Boards to seek approval to treat patients with SLE who demonstrated clinical benefit in these trials. At that time, UCB and its experts in the field of SLE believed that the existing clinical trial protocols should be revised, including potential changes to patient enrollment criteria as such changes may result in more rapid patient enrollment.

In early March 2007, based on continuing discussions and information provided by UCB during the third quarter of fiscal 2007, the Company determined that UCB terminated the SLE clinical trials designed and initiated by the Company. UCB and their experts in the field of SLE have decided to establish new protocols under which new clinical trials for the treatment of SLE would be conducted, which may result in more rapid patient enrollment. The clinical trial data from the recently stopped trials collected to date are extremely valuable and will be analyzed as support for the new clinical trials. The protocols for the new SLE clinical trials will need to be reviewed and approved by the regulatory authorities. As a result of this decision in March, the Company is no longer able to determine when these clinical trials will take place nor can it determine how these decisions will impact its obligation period under the terms of the agreement with UCB.

Accordingly, beginning with the third quarter of fiscal 2007, the Company ceased amortizing to revenue the deferred revenue recorded with the receipt of the upfront payment from UCB at the inception of the license agreement, until such time as the obligation period is reasonably determinable. The unamortized deferred revenue from UCB ($31,145,000) has been recorded as long-term Deferred Revenue in the accompanying consolidated balance sheet.

In June 2002, the Company granted a non-exclusive license to Daiichi Pure Chemicals Co. (which expired in April 2006), under Immunomedics carcinoembryonic antigen (CEA) patents. The Company recorded a royalty of $218,000 for the nine-month period ended March 31, 2006, as License fee and other revenues under that license.

8. Debt

In April 2005, the Company issued through a private placement $37,675,000 of 5% Senior Convertible Notes, due in May 2008, (the 5% Notes). The net proceeds of $35,200,000 from the financing were used to fund clinical development programs for epratuzumab in moderate and severe lupus patients, repay existing indebtedness and fund general working capital requirements. The 5% Notes bear interest at a fixed annual rate of 5%, to be paid semiannually in arrears November 1st and May 1st of each year. The 5% Notes are convertible into the Company s common stock at $2.62 per share subject to adjustment based on the anti-dilution provision.

The holders of the 5% Notes may elect to convert the 5% Notes into shares of common stock at any time. The Company may cause the holders of the 5% Notes to convert their 5% Notes, in whole or in part, into shares of common stock, subject to the *blocker* provision (discussed below), at any time on or prior to the trading day immediately preceding the maturity

Table of Contents

date of the 5% Notes if the market price of the Company s common stock for at least 20 trading days in any consecutive 30 trading day period, including on such 30th trading day, exceeds 150% of the conversion price in effect on that 30th trading day.

Conversion of the 5% Notes into common stock is subject to the following *blocker* provision: The Company shall not effect any conversion of a 5% Note held by a holder, and no holder shall have the right to convert any portion of any such 5% Note, to the extent that after giving effect to such conversion, such holder (together with the holder s affiliates) would beneficially own in excess of 4.99% of the number of shares of common stock of the Company outstanding immediately after giving effect to such conversion. By written notice in accordance with the terms of the 5% Notes Indenture, any holder may increase or decrease the conversion limitation applicable to such holder to any percentage specified in such notice; *provided*, that any increase will not be effective until the 61st day after such notice is delivered to the Company.

The holders of the 5% Notes who convert their 5% Notes will also receive on the date of conversion a payment equal to the amount of accrued and unpaid interest, less interest actually previously paid or provided for, up to and including the maturity date of the 5% Notes, known as the make-whole interest payment.

The make-whole interest payment is considered a bifurcated derivative since the embedded call option can accelerate the settlement of the interest component of the debt host at the holder s option. Since this instrument is bifurcated, changes in the fair value of the make-whole interest payment are recorded in current period operations. At March 31, 2007, the fair value of this instrument was approximately $54,000 and is recorded in the consolidated balance sheet as derivative interest liability in accounts payable and accrued expenses. The changes in the derivative interest liability associated with its fair value were recorded as a credit of $767,000 to interest expense for the nine-month period ended March 31, 2007, compared to a charge to interest expense of $578,000 for the nine-month period ended March 31, 2006.

The Company may pay the interest, including the make-whole interest payment in (1) cash, (2) shares of common stock or (3) a combination thereof; *provided that,* (A) if the conversion is at the holder s election, the stock paid in exchange for interest shall be valued at the greater of: (i) the stock price at the 5% Notes closing date (April 29, 2005) and (ii) 95% of the daily volume weighted average price of the Company s common stock for the three trading-day period beginning on and including the trading day prior to the conversion date, to and including the trading day following the conversion date and (B) if the conversion is at the Company s election, the stock paid in exchange for interest shall be valued at the greater of (i) 150% of the conversion price and (ii) 95% of the daily volume weighted average price of the common stock for the three trading day period beginning on and including the trading day prior to the conversion date, to and including the trading day following the conversion date.

During the nine-month periods ended March 31, 2007 and 2006, $29,579,000 and $6,326,000 of the 5% Notes were converted into shares of common stock at the request of the 5% Notes holders, or at the direction of the Company in accordance with the terms of the 5% Notes Agreement. For the nine-month period ended March 31, 2007 the interest related payment due to the Note holders at the conversion date, including the accrued interest and make-whole interest payment was approximately $2,223,000 was paid for in 601,172 shares of common stock. For the nine-month period ended March 31, 2006 approximately $792,000 was paid for in 286,171 shares in common stock.

As part of the transaction, the Company included detachable warrants (the Warrants) to purchase additional shares of the Company s common stock. The Warrants are converted into shares of the Company s common stock at a rate of 76.394 shares of common stock for each $1,000 amount of principal 5% Notes. The Warrants are exercisable at $2.98 per warrant share. The Warrants expire in April 2008.

Table of Contents

The Company accounted for the proceeds received from the 5% Notes under the guidance of APB 14 *Accounting for Convertible Debt and Debt Issued with Stock Purchase Warrants*. The proceeds received from the issuance of debt and stock warrants were allocated between the two components based on the relative fair values of the two securities at the time of issuance (April 29, 2005). The portion of the proceeds allocated to the Warrants was initially valued at $3,687,000. The resulting debt discount will either be amortized as a component to interest expense over the life of the 5% Notes (resulting in an adjustment of the stated interest yield) or classified to paid in capital for the 5% Notes that were converted into shares of common stock.

The Warrants were recorded as a liability in the balance sheets in accordance with EITF 00-19-*Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company s Own Stock,* since at the time of issuance of the notes the Company did not have sufficient authorized and unissued shares available to settle the detachable warrant contract. In accordance with EITF 00-19, all assets and liability contracts are revalued each reporting period and changes in the fair value of the contract are recorded in earnings, (see Note 9).

Also, at closing of the sale of the Company s 5% Notes, the Company retired and exchanged the entire $10,000,000 principal amount of its 3.25% Convertible Notes, that were due in January 2006, (the 3.25% Notes), in two separate transactions. The Company paid approximately $5,090,000, (which includes interest accrued on the 3.25% Notes) from the proceeds of the offering to retire $5,000,000 of its outstanding principal. In addition, the Company converted $5,000,000 of its outstanding 3.25% Notes for the newly issued 5% Notes.

The costs incurred as part of the transaction for private placement of the 5% Senior Convertible Notes (approximately $2,507,000) are either being amortized over 36 months and are reported as interest expense, or classified to paid in capital for the 5% Notes that are converted into shares of common stock. For the nine-month periods ended March 31, 2007 and 2006, the Company amortized $437,000 and $606,000, respectively, to interest expense. The amortization of debt discount was $729,000 and $1,325,000 for the nine-month periods ended March 31, 2007 and 2006, respectively.

Total interest expense and related amortization expense for the 5% Notes for the nine-month periods ended March 31, 2007 and 2006 were $3,142,000 and $4,601,000, respectively.

In May 2003, Immunomedics completed a $6,376,000 bond financing with the New Jersey Economic Development Authority, pursuant to which Immunomedics was able to refinance its capital investment in a new manufacturing facility at a rate of interest below that which would have otherwise been available. The interest rate on the bonds was approximately 5.47% at March 31, 2007. In connection with this financing, Immunomedics granted certain security interests to the New Jersey Economic Development Authority with respect to its properties and assets, and agreed to become subject to certain customary affirmative as well as restrictive covenants, none of which it believes will affect its business or operations in any material respect. In addition, the bonds are subject to mandatory redemption, if the fair value of the Company s collateralized assets falls below the outstanding loan balance. The Company s collateral is recorded as restricted securities in the balance sheet. Restricted securities include highly liquid, marketable securities. At March 31, 2007, the Company s indebtedness under this financing was approximately $1,594,000 due in equal monthly installments over the next 15 months. For the nine-month periods ended March 31, 2007 and 2006, the Company incurred interest expense of approximately $84,000 and $104,000, respectively. Interest and principal payments are due monthly.

Table of Contents

9. Stockholders Equity

During the nine-month period ended March 31, 2007, holders of 5% Notes converted an aggregate of $12,770,000 of the 5% Notes principal and the Company paid approximately $960,000 of interest due to the Notes holders in shares of common stock. In addition, on February 7, 2007, in accordance with the terms of the 5% Notes, the Company caused the holders of the 5% Notes to convert an aggregate of $16,809,000 of the 5% Notes principal, and the Company paid approximately $1,263,000 of interest due to these Notes holders in shares on common stock. These transactions resulted in the issuance of 11,890,873 shares of the Company s common stock.

During the nine-month period ended March 31, 2006, holders of 5% Notes converted an aggregate of $6,326,000 and the Company paid approximately $792,000 of interest due to the Notes holders in shares of common stock. These transactions resulted in the issuance of 2,700,677 shares of the Company s common stock.

On August 19, 2005, at a Special Meeting of Stockholders, a majority of holders of common stock of the Company approved an amendment to the Company s Certificate of Incorporation to increase the number of shares of common stock authorized from 70 million shares to 110 million shares. In addition, the stockholders voted to authorize shares of common stock for conversion, if required, into common stock for the 5% Notes and the Warrants. The 5% Notes and Warrants were therefore no longer restricted as to conversion into shares of the Company s common stock. The liability for the Warrants was increased by approximately $270,000 on August 19, 2005 to reflect the increase in the Company s common stock valuation. This increase in the liability for the Warrants is reflected in the statement of operations and the Warrant liability of $3,018,000, was subsequently classified as permanent equity during the nine-month period ended March 31, 2006.

10. Commitments and Contingencies

On December 22, 2003, the Dutch Supreme Court, in a case brought by the Company, held that Immunomedics Dutch part of its European patent for highly specific monoclonal antibodies against the cancer marker, carcinoembryonic antigen (CEA), was valid. The Dutch Supreme Court did not finally decide the Company s claim of infringement. Among other things, the Supreme Court held that the Court of Appeal, which had ruled that Roche had infringed Immunomedics European Patent, had not given Roche sufficient opportunity to comment on an expert opinion filed by Immunomedics in which it was stated that Roche s CEA test kit did satisfy a criterion that is generally satisfied for specific antibodies that bind to CEA. The Company has argued that the Dutch court should enforce the European Patent for all European countries for which the European Patent was validated, because Roche sold the same product in each country. The Dutch Supreme Court repeated the reasoning of the Dutch District Court that the Brussels Convention should be interpreted to permit cross-border enforcement of European patents where a related group of companies sells the same product in countries where that same patent has been validated. The Dutch Supreme Court referred this issue to the European Court of Justice (ECJ) to provide a final interpretation of the Brussels Convention on this point. On January 27, 2005, the ECJ heard oral arguments in the case, and took the matter under consideration. No further notifications have been received regarding this litigation to present.

The Company believes that the CEA patents that are the subject of our infringement action have been infringed, and the Company believes that the Company will prevail in the

Table of Contents

litigation, although no assurances can be given in this regard. To the extent that Roche contests or challenges the Company s patents, or files appeals or further nullity actions, there can be no assurance that significant costs for defending such patents may not be incurred.

On May 19, 2004 and July 20, 2004, in a counter suit to our actions of December 22, 2003, Roche filed nullity actions in German and United Kingdom courts, respectively, challenging our patents relating to an improved method of disease therapy in combination with cytotoxic agents, wherein cytokines are used to prevent, mediate or reverse radiation-induced, drug-induced or antibody-induced toxicity, especially to hematopoietic cells. On December 1, 2004, the Company agreed to settle the United Kingdom patent litigation by surrendering the United Kingdom patent. In accordance with United Kingdom legal rules, Roche made an application for payment of its attorney s fees and other costs to the court. We agreed on a resolution with Roche, which was subsequently settled. The related charges for this litigation were included in the General and Administrative expenses in the Statement of Operations for the year ended June 30, 2005. In the German action the Company is defending the patent with amended claims. On March 8, 2007 at the German Patent Court oral proceedings, the Court rejected the Company s patent claims, but without any liability assessed to the Company. The Company is consulting with the patent attorneys with regard to an appeal of this decision.

On October 10, 2006, the Company sued a former research scientist employee, seeking a declaration that the Company has the right, under a certain written agreement that the former employee executed at time he commenced work for the Company, to an immediate assignment of all of the employee s rights, titles and interest in three patent applications that the employee filed after leaving the employ of the Company. The Company further seeks a judgment compelling the former employee to perform under the agreement and immediately assign to the Company all of their rights, titles and interest in these patent applications. The Company also seeks damages for breach of contract.

On October 12, 2006, the Company was sued by the same former employee noted above as well as two other parties claiming rights to the patents, seeking a declaration that (i) a certain written agreement executed by the former employee at or about the time he commenced work for the Company does not obligate the former employee to assign to the Company three patent applications filed by him after he ceased working for the Company, (ii) the Company has no ownership rights in said patent applications, and (iii) a certain Recordation Form Cover Sheet that the Company filed with the United States Patent and Trademark Office (PTO) with respect to two of the three patent applications was invalid and unenforceable. Plaintiffs further seek a permanent injunction requiring the Company to withdraw the Recordation Form Cover Sheet that was filed with the PTO. The Company intends to vigorously defend this action.

During the nine-month period ended March 31, 2007, a dispute arose with a vendor regarding the value of services performed on behalf of the Company. The Company is working with the vendor to negotiate a resolution to the matter and have accrued an amount representing the low end of the range that is expected to settle the matter. Negotiations are currently ongoing. The Company does not expect the ultimate resolution will be material to the Company s financial position, cash flow or results of operations for the full fiscal year.

11. Subsequent Events

Subsequent to March 31, 2007 the Company received a request from a holder of the 5% Notes to convert an aggregate of the remaining $726,000 of the 5% Notes into shares of common stock at $2.62 per share in accordance with the Indenture to 5% Notes. In addition, the accrued interest and the related make-whole interest payment of approximately $55,000 were also settled as of the date of conversion through the issuance of 292,116 shares of common stock.

Table of Contents

On May 7, 2007, the Company closed an offering to certain institutional investors pursuant to which the Company issued and sold an aggregate of 4,848,485 registered shares of its common stock at $4.95 per share, through a registered direct offering, for aggregate net proceeds of approximately $22.3 million. The shares of common stock offered by the Company in this transaction were registered under the Company s existing shelf registration statement (File No. 333-114810) on Form S-3, which was declared effective by the Securities and Exchange Commission on May 25, 2004.

Table of Contents

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Note Regarding Forward-Looking Statements

The Securities and Exchange Commission encourages companies to disclose forward-looking information so that investors can better understand a company s future prospects and make informed investment decisions. Certain statements that we may make from time to time, including, without limitation, statements contained in this Quarterly Report on Form 10-Q, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be made directly in this Quarterly Report, and they may also be made a part of this Quarterly Report by reference to other documents filed with the Securities and Exchange Commission, which is known as incorporation by reference.

Words such as may, anticipate, estimate, expects, projects, intends, plans, believes and words and terms of similar substance used in with any discussion of future operating or financial performance, identify forward-looking statements. All forward-looking statements are management s present expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include, among other things: our need for additional capital to fund the current level of our research and development programs, our inability to further identify, develop and achieve commercial success for new products and technologies; the possibility of delays in the research and development necessary to select drug development candidates and delays in clinical trials; the risk that clinical trials may not result in marketable products; the risk that we may be unable to successfully finance and secure regulatory approval of and market our drug candidates; our dependence upon pharmaceutical and biotechnology collaborations; the levels and timing of payments under our collaborative agreements; the control of clinical trials relating to our product candidates by our primary collaboration partner; uncertainties about our ability to obtain new corporate collaborations and acquire new technologies on satisfactory terms, if at all; the development of competing diagnostic and therapeutic products; our ability to protect our proprietary technologies; patent-infringement claims; risks of new, changing and competitive technologies and regulations in the United States and internationally; and other factors discussed under the heading Item 1A Risk Factors in this Quarterly Report on Form 10-Q.

In light of these assumptions, risks and uncertainties, the results and events discussed in the forward-looking statements contained in this Quarterly Report or in any document incorporated by reference might not occur. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this Quarterly Report or the date of the document incorporated by reference in this Quarterly Report. We are not under any obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law. All subsequent forward-looking statements attributable to Immunomedics or to any person authorized to act on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

Overview

Immunomedics is a biopharmaceutical company focused on the development of monoclonal, antibody-based products for the targeted treatment of cancer, autoimmune and other serious diseases. We have developed a number of advanced proprietary technologies that allow us to create humanized antibodies that can be used either alone in unlabeled or naked form, or

Table of Contents

conjugated with radioactive isotopes, chemotherapeutics or toxins, in each case to create highly targeted agents. Using these technologies, we have built a pipeline of therapeutic product candidates that utilize several different mechanisms of action. We believe that our portfolio of intellectual property, which includes approximately 108 issued patents in the United States, and more than 250 other issued patents worldwide, protects our product candidates and technologies.

We have transitioned our focus away from the development of diagnostic imaging products in order to accelerate the development of our therapeutic product candidates. Consistent with our de-emphasis on our diagnostic business, we no longer commercialize CEA-Scan®. LeukoScan® will continue to be manufactured and commercialized by us in territories where regulatory approvals have been granted. Furthermore, research and development into diagnostic product candidates is no longer a material portion of our business.

From our inception in 1982 until March 31, 2007, we had an accumulated deficit of approximately $216,000,000 and have never earned a profit. On May 9, 2006, we entered into a Development, Collaboration and License Agreement or the UCB Agreement, with UCB, S.A., or UCB, providing UCB an exclusive worldwide license to develop, manufacture, market and sell epratuzumab , our humanized CD22 antibody, for the treatment of all autoimmune disease indications. Under the terms of the UCB Agreement, we retain the rights to develop epratuzumab in the field of oncology, and UCB has the right to acquire development and commercialization rights to epratuzumab with respect to cancer indications at anytime prior to the first commercial sales thereof. If UCB exercises its buy-in right with respect to epratuzumab in the field of oncology, UCB will reimburse us for the development cost actually incurred, plus a buy-in fee.

Under the terms of the UCB Agreement, we received from UCB a non-refundable cash payment totaling $38 million (which includes a $25 million upfront payment, plus a $13 million reimbursement for development costs of epratuzumab related to the clinical development of epratuzumab in patients with systemic lupus erythematosus, or SLE and Sjögren s syndrome). In addition, if regulatory targets are achieved we are entitled to receive certain milestone payments, which could aggregate to a maximum of up to $145 million in cash payments and $20 million in equity investments. These milestone payments are dependent upon specific achievements in the regulatory approval process under the UCB Agreement. We will also receive product royalties based upon a percentage of aggregate annual net sales under the UCB Agreement during the product royalty term, which percentage is subject to reduction under certain circumstances. In addition, we will receive sales bonuses of up to $135 million if annual net sales reach certain target levels. There can be no assurance these regulatory or sales achievements will be met and therefore there can be no assurance that we will receive such future payments.

Pursuant to the terms of the UCB Agreement, UCB has assumed the financial responsibilities of completing the clinical and regulatory submissions of epratuzumab for SLE. On September 26, 2006, UCB decided to temporarily suspend the clinical trials of epratuzumab for patients with SLE. This suspension was implemented due to UCB s concerns regarding the sterility assurance in the final product. This was a voluntary precautionary step as there have been no reports of clinical safety issues regarding this matter. As a result of this step, the Food and Drug Administration, or the FDA and certain other regulatory authorities instituted a clinical hold status of these trials. On November 14, 2006 the FDA notified UCB that the clinical hold on existing trials with epratuzumab in patients with lupus was lifted.

In January 2007, UCB decided to stop further new patient enrollment into the SLE clinical trials designed and initiated by the Company. Investigators were advised by UCB of this decision, and protocol amendments have been submitted to Institutional Review Boards to seek approval to treat patients with SLE who demonstrated clinical benefit in these trials. At that time, UCB and its experts in the field of SLE believed that the existing clinical trial protocols should be revised, including potential changes to patient enrollment criteria as such changes may result in more rapid patient enrollment.

In early March 2007, based on continuing discussions and information provided by UCB during the third quarter of fiscal 2007, we determined that UCB terminated the SLE clinical trials designed and initiated by Immunomedics. UCB and their experts in the field of SLE have decided to establish new protocols under which new clinical trials for the treatment of SLE would

Table of Contents

be conducted. The clinical trial data from the recently stopped trials collected to date are extremely valuable and will be analyzed as support for the new clinical trials. The protocols for the new SLE clinical trials will need to be reviewed and approved by the regulatory authorities. As a result of the UCB decision we are no longer able to determine when these clinical trials will take place nor can we determine how these decisions will impact our obligation period under the terms of the agreement with UCB. Accordingly, beginning in the third quarter of fiscal 2007, we ceased amortizing to revenue the deferred revenue recorded with the receipt of the up front payments from UCB at the inception of the license agreement until such time as the obligation period is reasonably determinable. We have been advised by UCB that it remains committed to developing epratuzumab for the treatment of SLE.

As of March 31, 2007, we had unrestricted cash, cash equivalents and marketable securities totaling $27,741,000. On May 7, 2007 the Company sold 4,848,485 shares of its common stock, resulting in net proceeds to the Company of approximately $22.3 million through a registered direct offering. The shares were sold to institutional investors at a price of $4.95 per share. By entering into the UCB Agreement and the sale of 4,848,485 shares of common stock in May 2007, we have sufficient funds to continue our research and development programs for at least the next twelve months. Cash requirements in fiscal year 2007 are expected to be at a lower level than in fiscal year 2006 due to decreased spending for clinical trials, as UCB has assumed the expenses for conducting the SLE Phase III clinical trials. However, we do not believe that we will have adequate cash at the expected spending level to complete our other research and development programs. As a result, we will require additional financial resources in order for us to continue our research and development programs, clinical trials of our product candidates and regulatory filings. Additional financing may not be available to us on terms we find acceptable, if at all, and the terms of such financing may cause substantial dilution to existing stockholders. If adequate funds are not available, we may be required to curtail significantly one or more of our research and development programs. If we obtain funds through collaborative partnerships, we may be required to relinquish rights to certain of our technologies or product candidates.

We continue to evaluate various programs to raise additional capital and to seek additional revenues from the licensing of our proprietary technologies. At the present time, we are unable to determine whether any of these future activities will be successful and, if so, the terms and timing of any definitive agreements.

The development and commercialization of successful therapeutic products is subject to numerous risks and uncertainties as discussed under the heading Factors That May Affect Our Business and Results of Operations in Item 1A Risk Factors of this Quarterly Report on Form 10-Q. These factors include, without limitation, the following:

- the financial resources available to us during any particular period may be limited as we may be unable to obtain the necessary capital or to establish a co-development partnership needed to fund all of the clinical trials, we may be forced to cancel or otherwise curtail some important trials;

- our ability, as well as the ability and desire of our partners, to conduct and complete clinical trials on a timely basis;

- the type of therapeutic compound under investigation and nature of the disease in connection with which the compound is being studied;

- the time required for us to comply with all applicable federal, state and foreign legal requirements, including, without limitation, our receipt of the necessary approvals of the FDA; and

Table of Contents

many other factors associated with the commercial development of therapeutic products outside of our control.

Research and Development

As of March 31, 2007, we employed 15 professionals in our research and development departments and 13 professionals in our pre-clinical and clinical research departments. In addition to salaries and benefits, the other costs associated with research and development include the costs associated with producing biopharmaceutical compounds, laboratory equipment and supplies, the costs of conducting clinical trials, legal fees and expenses associated with pursuing patent protection, as well as facilities costs.

With the completion in fiscal year 2003 of the manufacturing expansion to support our research and development efforts and prepare for future commercialization of our product candidates, we believe that our facilities are adequate to support our research and development activities for the next few years without the need for any material capital expenditures.

At any one time our scientists are engaged in the research and development of multiple therapeutic compounds. Because we do not track expenses on the basis of each individual compound under investigation, but rather aggregate research and development costs for accounting purposes, it is not possible for investors to analyze and compare the expenses associated with unsuccessful research and development efforts for any particular fiscal period, with those associated with compounds that are determined to be worthy of further development. This may make it more difficult for investors to evaluate our business and future prospects.

On January 5, 2005, we received notice from the FDA that we have been granted Fast Track Product designation for epratuzumab for the treatment of patients with moderate to SLE. A designated fast track drug may be considered for priority review, with a shortened review time, rolling admission and accelerated approval if applicable. As a result there was an increase in research and development expenses, primarily for the clinical development of SLE with epratuzumab in patients with lupus. As a result of the May 9, 2006 UCB Agreement, we have transferred to UCB clinical data results, technology, materials and know-how to manufacture epratuzumab. We will continue to manufacture epratuzumab for the SLE clinical trials and initial launch quantities if needed.

Critical Accounting Policies

Our consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles, which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. The following discussion highlights what we believe to be the critical accounting policies and judgments made in the preparation of these consolidated financial statements.

Revenue Recognition

We account for revenue arrangements that include multiple deliverables in accordance with Emerging Issues Task Force No. 00-21, *Accounting for Revenue Arrangements with Multiple Deliverables* (EITF 00-21). EITF 00-21 addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting. We have concluded that the UCB Agreement should be accounted for as a single unit of accounting and therefore began amortizing the $38 million payment received over the expected obligation period which was initially estimated to end in November 2009.

Table of Contents

In January 2007, UCB decided to stop further new patient enrollment into the SLE clinical trials designed and initiated by the Company. Investigators were advised by UCB of this decision, and protocol amendments have been submitted to Institutional Review Boards to seek approval to treat patients with SLE who demonstrated clinical benefit in these trials. At that time, UCB and its experts in the field of SLE believed that the existing clinical trial protocols should be revised, including potential changes to patient enrollment criteria as such changes may result in more rapid patient enrollment.

In early March 2007, based on continuing discussions and information provided by UCB during the third quarter of fiscal 2007, we determined that UCB terminated the SLE clinical trials designed and initiated by the Company. Investigators were advised by UCB of this decision, and protocol amendments have been submitted to Institutional Review Boards to seek approval to treat patients with SLE who demonstrated clinical benefit in these trials. The clinical trial data from the recently stopped trials collected to date are extremely valuable and will be analyzed as support for the new clinical trials. UCB decided to establish new protocols under which new clinical trials for the treatment of SLE would be conducted as well as make revisions to the manufacturing process of epratuzumab. We have been advised by UCB that it remains committed to developing epratuzumab for the treatment of SLE.

These new protocols will need to evaluated and approved by the regulatory authorities. We are unable to determine at this time how the regulatory authorities will evaluate the new SLE clinical trial protocols, or how these decisions will impact our obligation period under the terms of the UCB Agreement, which is the period of time the deferred revenue is amortized (originally to November 2009). Since a determination cannot be made at present as to when these SLE clinical trials will take place nor can a determination be made as to when the Company's obligation period under the UCB Agreement will be complete, no amortization of the remaining UCB deferred revenue has been recorded for the three-month period ended March 31, 2007. The unamortized payment received from UCB ($31,145,000) has been recorded as long-term deferred revenue in the balance sheet as of March 31, 2007.

Contract revenue from collaborative research agreements is recorded when earned based on the performance requirements of the contract. Revenue from non-refundable upfront license fees and certain guaranteed payments where we continue involvement through collaborative development are deferred and recognized as revenue over the period of continuing involvement. We estimate the period of continuing involvement based on the best available evidential matter available to us at each reporting period. When a determination has been made by the relevant government authorities as to the new SLE clinical trial protocols, our estimated time frame for continuing involvement will be determined, which will result in a determination of the amount of revenue to be recognized in future periods.

Revenue from product sales is recorded when there is persuasive evidence that an arrangement exists, delivery has occurred, the price is fixed and determinable and collectibility is reasonably assured. Allowances, if any, are established for uncollectible amounts, estimated product returns and discounts. Since allowances are recorded based on management s estimates, actual amounts may be different in the future.

Foreign Currency Risks

For subsidiaries outside of the United States that operate in a local currency environment, income and expense items are translated to United States dollars at the monthly average rates of exchange prevailing during the year, assets and liabilities are translated at the period-end exchange rates, and equity accounts are translated at historical exchange rates. Translation adjustments are accumulated in a separate component of stockholders equity and are included in the determination of comprehensive loss. Transaction gains and losses are included in the determination of net income.

Stock-Based Compensation

Effective July 1, 2005, we adopted the fair value recognition provisions of SFAS 123(R) using the modified-prospective transition method. Under that transition method, compensation

Table of Contents

cost recognized in fiscal year 2006 includes compensation cost for all share-based compensation granted subsequent to July 1, 2005, based on the grant date fair value estimated in accordance with the provisions of Statement 123(R). Our Board of Directors approved the acceleration of vesting of all outstanding stock options as of June 30, 2005, primarily to avoid stock based compensation charges upon the adoption of SFAS 123(R) on July 1, 2005. This total additional compensation cost would have been approximately $8,100,000, of which approximately $1,789,000 would have been recorded for the nine-month period ended March 31, 2007 and $3,084,000 would have been recorded for the nine-month period ended March 31, 2006. The exercise price of all stock options was above market value of the common stock at the time of the accelerated vesting. Due to this accelerated vesting prior to the adoption of SFAS 123(R) noted above, the impact of the adoption of SFAS 123(R) on the statement of operations for the year ended June 30, 2006 was not material. Stock option compensation expense was $292,000 and $22,000 for the nine-month periods ended March 31, 2007 and 2006, respectively. The non-vested share-based compensation that is outstanding as of March 31, 2007 is $1,005,000, which is expected to be recognized over the next 3.1 fiscal years.

Make-Whole Interest Derivative Liability

The holders of the 5% Senior Convertible Notes, due in May 2008, or 5% Notes, who convert their 5% Notes will also receive on the date of conversion a payment equal to the amount of accrued and unpaid interest, less interest actually previously paid or provided for, up to and including the maturity date of the 5% Notes, known as the make-whole interest payment. The make-whole interest payment is considered a bifurcated derivative since the embedded call option can accelerate the settlement of the interest component of the debt cost at the holder s option. Changes in the fair value of the make-whole interest payment are recorded in current period operations as a component of interest expense. In the nine-month period ended March 31, 2007, the change in the derivative interest liability associated with its fair value resulted in a credit to interest expense of approximately $767,000 as compared to a $578,000 charge to interest expense for the nine-month period ended March 31, 2006. The fair value of this instrument was recorded in the consolidated balance sheet as derivative interest liability in accounts payable and accrued expenses. The initial value of the derivative interest liability associated with the make-whole interest provision of $751,000 was recorded as additional debt discount and is either being amortized to interest expense over the remaining life of the 5% Notes or classified to paid in capital for the 5% Notes that are converted into shares of common stock. At March 31, 2007, the fair value of this instrument was approximately $54,000.

The value of this derivative liability is based on various inputs and assumptions such as the price of our stock at each balance sheet date and volatility. Although we expect the value of this liability to be zero upon maturity of the 5% Notes, changes in these inputs and assumptions, particularly the price of our common stock, will impact the value of this derivative liability at each balance sheet date.

Impairment of Assets

We review our long-lived assets for impairment, when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based upon our judgment of our ability to recover the asset from the expected future undiscounted cash flows of the related operations. Actual future cash flows may be greater or less than estimated.

Table of Contents

Results of Operations

Our results for any interim period, such as those described in the following analysis, are not necessarily indicative of the results for the entire fiscal year or any other future period.

Three-Month Period Ended March 31, 2007 Compared to 2006

Revenues

Revenues for the three-month period ended March 31, 2007 were $939,000, as compared to $1,315,000 for the same period in 2006, representing a decrease of $376,000, or 29%. License fee and other revenues decreased to $33,000 for the three-month period ended March 31, 2007 compared to $83,000 for the same period in 2006. This reduction was due primarily to the completion of the royalty agreement with Daiichi Pure Chemicals Co., (expired in April 2006). License revenues for the three-month period ended March 31, 2007 did not include amortization of deferred revenues of the upfront payment resulting from the UCB Agreement due to the recent decision by UCB to terminate the original clinical trials and begin new clinical trials. See Note 7 to our consolidated interim financial statements included in this Quarterly Report on Form 10-Q. Product sales for the three-month period ended March 31, 2007 were $839,000, as compared to $1,142,000 for the same period in 2006, representing a decrease of $303,000, or 27%. On January 30, 2006, we received the approval from the European Regulatory Agency to market LeukoScan manufactured by our revised processes. Prior to that date, LeukoScan was sold in Europe on an emergency basis only (i.e. requested by a physician for a medical procedure). With the receipt of this approval, the quantities of LeukoScan on hand manufactured by our revised processes were made available for direct sale, resulting in a surge of sales in 2006. As expected, this sales surge did not recur in 2007. Research and development revenues for the three-month period ended March 31, 2007 were $67,000 as compared to $90,000 for the same period of 2006, due to the timing of grant programs.

Costs and Expenses

Total cost and expenses for the three-month period ended March 31, 2007 were $5,830,000, as compared to $6,008,000 for the same period in 2006, representing a decrease of $178,000 or 3%. Research and development expenses for the three-month period ended March 31, 2007 were $4,535,000 as compared to $4,654,000 for the same period in 2006. The decline resulted primarily from the transfer of the Phase III clinical trials with epratuzumab for patients with SLE to UCB in May, 2006, partially offset by higher outside testing services and employee related costs. Cost of goods sold for the three-month period ended March 31, 2007 was $118,000 as compared to $187,000 for the same period in 2006. This decrease of $69,000 resulted from lower sales volume of LeukoScan in Europe. Sales and marketing expenses for the three-month period ended March 31, 2007 increased to $214,000 from $151,000 for the same period in 2006 due to efforts in Europe to re-establish LeukoScan in the marketplace. General and administrative costs declined to $962,000 for the three-month period ended March 31, 2007, from $1,016,000 for the same period of 2006, primarily due to lower legal and consulting fees, partially offset by the impact of the stock option compensation expense.

Interest Income

Interest and other income for the three-month period ended March 31, 2007 increased to $356,000 compared to $102,000 for the same period in 2006, primarily due to higher levels of cash available for investments, a result of the proceeds from the UCB Agreement, and higher rates of return on investments.

Table of Contents

Interest Expense

Interest expense for the three-month periods ended March 31, 2007 and 2006 was approximately $596,000 and $1,175,000, respectively. The interest expense for the three-month period ended March 31, 2007 decreased primarily from the lower principal amount of the 5% Notes from conversion of the 5% Notes into our common stock during the three-month period ended March 31, 2007 and a reduction to interest expense of $1,683,000 for the change in the market value of the derivative interest liability associated with the make-whole interest provision relating to the 5% Notes. Partially offsetting these reductions to interest expense were charges of $101,000 for the amortization expense associated with the debt issuance costs, $169,000 for the debt discounts and $1,757,000 of make-whole interest payments regarding conversion of 5% Notes into shares of common stock.

Included in interest expense for the three-month period ended March 31, 2006 is the amortization expense associated with the debt issuance costs of $189,000, the debt discount of $343,000, $646,000 of make-whole interest payments regarding conversion of 5% Notes into shares of common stock and a credit of $387,000 for the change in the market value of the derivative interest liability.

The decrease in the derivative interest liability for the three-month period ended March 31, 2007 was a result of the conversion of all but $726,000 of the 5% Notes, partially offset by the impact of an increase in the market price of our common stock to $4.58 per share as of March 31, 2007. For more information, see Note 8 to our consolidated interim financial statements included in this Quarterly Report on Form 10-Q.

Foreign Currency Transactions Gain (Loss)

Foreign currency transactions were a gain of $2,000 for the three-month period ended March 31, 2007 as compared to a gain of $1,000 for the three-month period ended March 31, 2006, primarily as a result of currency fluctuations between the dollar and the euro.

Operating Results

Net loss for the three-month period ended March 31, 2007, was $5,140,000 or $0.08 per share, as compared to $5,743,000, or $0.10 per share, for the same period in 2006. The decrease in the net loss in 2007 as compared to the net loss in the comparable period in 2006 resulted primarily from reduced interest expense, lower operating expenses and higher interest income.

Nine-Month Period Ended March 31, 2007 Compared to 2006

Revenues

Revenues for the nine-month period ended March 31, 2007 were $7,668,000, as compared to $2,201,000 for the same period in 2006, representing an increase of $5,467,000, or 248%. Product sales for the nine-month period ended March 31, 2007 were $2,160,000, as compared to $1,685,000 for the same period in 2006, representing an increase of $475,000, or 28%. This increase resulted from increased sales volume of LeukoScan in Europe with modest price increases in the first six months of the fiscal year. License fee and other revenues of $5,373,000 for the nine-month period ended March 31, 2007 increased $5,126,000 from $247,000 for the same period in 2006 due to the amortization of deferred revenue of $5,334,000 as part of the UCB Agreement. License revenues for the three-month period ended March 31, 2007 did not include amortization of deferred revenues of the upfront payment resulting from the UCB Agreement due to the recent decision by UCB to terminate the original clinical trials and begin new clinical

Table of Contents

trials. See Note 7 to our consolidated interim financial statements included in this Quarterly Report on Form 10-Q. Research and development revenues for the nine-month period ended March 31, 2007 were $134,000 as compared to $269,000 for the same period of 2006 due to an additional grant-funded program in 2005 and the timing of grant programs.

Costs and Expenses

Total costs and expenses for the nine-month period ended March 31, 2007 were $18,458,000, as compared to $21,338,000 for the same period in 2006, representing a decrease of $2,880,000 or 13%. Research and development expenses for the nine-month period ended March 31, 2007 were $14,890,000 as compared to $17,432,000 for the same period in 2006, representing a decrease of $2,542,000 or 15%. This expense reduction resulted primarily from the transfer of the Phase III clinical trials for epratuzumab for SLE to UCB in May 2006. Cost of goods sold for the nine-month period ended March 31, 2007 was $299,000 as compared to $388,000 for the same period in 2006, a decrease of $89,000 which resulted from additional costs incurred in 2005 for quality control testing related to the change in the manufacturing process and higher testing regarding quality assurance, which was partially offset by due in part to higher sales volume. Sales and marketing expenses for the nine-month period ended March 31, 2007 increased $48,000 from $491,000 to $539,000 for the same period in 2006, as a result of efforts in Europe to re-establish LeukoScan in the marketplace. General and administrative costs were $2,730,000 for the nine-month period ended March 31, 2007, and $3,027,000 for the same period in 2006 primarily due to reduced insurance expenses from the impact of recording the cash surrender value of a life insurance policy for the quarter ended September 30, 2006, lower legal and consulting fees, partially offset by the impact of the stock compensation expense.

Loss on Changes in Fair Value of Warrants

For the nine-month period ended March 31, 2006 we recorded an expense of $270,000 for the liability for warrants issued as part of issuance of the 5% Notes. The increase in the valuation of the liability for the warrants was due to the increase in the market price of our common stock from $1.71 per share on June 30, 2005 to $1.88 on August 19, 2005 (the date of the Special Meeting of Stockholders to authorize the increase of the number of shares of our common stock).

Interest Income

Interest and other income of $1,244,000 for the nine-month period ended March 31, 2007 increased by $827,000 from $417,000 for the same period in 2006, primarily due to higher levels of cash available for investments, a result of the proceeds from the UCB Agreement, and higher rates of return.

Interest Expense

Interest expense for the nine-month period ended March 31, 2007 decreased $1,480,000 to approximately $3,226,000, as compared to $4,706,000 for the same period in 2006. Interest expense for the nine-month period ended March 31, 2007, included amortization expense associated with the debt issuance costs of $437,000, the debt discount of $729,000, $2,223,000 of make-whole interest payment regarding the conversion of the 5% Notes into shares of common stock and a credit to interest expense of $767,000 for the change in the market value of the derivative interest liability associated with the make-whole interest provision relating to the 5% Notes. Included in interest expense in 2006 is the amortization expense associated with the debt issuance costs of $606,000 the debt discount of $1,325,000 and the $792,000 of make-whole interest payment regarding the conversion of the 5% Notes into shares of common stock.

Table of Contents

The decrease for the derivative interest liability was primarily a result of the decline amount of the 5% Notes outstanding as of March 31, 2007 and the increase in the market price of our common stock to $4.58 per share as of March 31, 2007. *See* Note 8 to our consolidated interim financial statements included in this Quarterly Report on Form 10-Q.

Foreign Currency Transactions Gain (Loss)

Foreign currency transactions were a gain of $30,000 for the nine-month period ended March 31, 2007 as compared to a gain of $1,000 for the same period in 2006, resulting primarily from currency fluctuations between the dollar and the Euro.

Operating Results

Net loss for the nine-month period ended March 31, 2007 was $12,103,000 or $0.20 per share, as compared to $23,107,000, or $0.42 per share, for the same period in 2006. The reduction of the net loss in 2007 as compared to the net loss in the comparable period in 2006 resulted primarily from the recognition of a portion of the deferred revenue from the UCB Agreement and increased LeukoScan sales, higher interest income combined with lower interest and operational expenses.

Liquidity and Capital Resources

At March 31, 2007, we had working capital of $23,799,000, representing a decrease of $1,910,000 from our working capital balance of $25,709,000 at June 30, 2006. The net decrease in working capital resulted principally from the net loss allocable to our common stockholders during the nine-month period ended March 31, 2007 of $12,103,000, the non-cash benefit from the amortization of the up-front payment of the UCB Agreement and the reclassification of $10,669,000 of deferred revenues relating to the UCB Agreement from current liabilities into long-term liabilities. At March 31, 2007 long-term debt, net of discounts was $1,016,000, which consisted of $697,000 for the 5% Notes due 2008 and $319,000 for the New Jersey Economic Development Authority. During April 2007 we converted the remaining $697,000 of the 5% Notes into shares of common stock.

During the nine-month period ended March 31, 2007 the value of the derivative interest liability associated with the make-whole interest provision of the 5% Notes decreased by approximately $767,000 primarily as a result of the conversion of the 5% Notes into shares of common stock.

The UCB Agreement provided us with $37.1 million (net of fees) of initial cash payments for the worldwide licensing rights of epratuzumab for autoimmune disease indications, as well as for the reimbursement of previously incurred costs for epratuzumab product development and clinical trials expenses for SLE. We expect to have adequate cash equivalents and short-term investments to fund our operations for at least the next twelve months. Cash requirements are expected to be at a lower level than in fiscal year 2006 due to decreased spending for clinical trials, as UCB has assumed the expenses for conducting the SLE Phase III clinical trials. In addition, in May 2007 we received approximately $22.3 million from the net proceeds of the sale of 4,848,485 shares of common stock pursuant to a registered direct offering. However, we do not believe that we will have adequate cash at the expected spending level to complete our other research and development programs. As a result, we will require additional financial resources in order for us to continue our research and development programs, clinical trials of our product candidates and regulatory filings. Additional financing may not be available to us on terms we find acceptable, if at all, and the terms of such financing may cause substantial

Table of Contents

dilution to existing stockholders. If dilution to existing stockholders. If adequate funds are not available, we may be required to curtail significantly one or more of our research and development programs. If we obtain funds through collaborative partnerships, we may be required to relinquish rights to certain of our technologies or product candidates.

We continue to evaluate various programs to raise additional capital and to seek additional revenues from the licensing of our proprietary technologies. At the present time, we are unable to determine whether any of these future activities will be successful and, if so, the terms and timing of any definitive agreements. Please refer to Part II Item 1A Risk Factors in this Quarterly Report on Form 10-Q.

Contractual Commitments

Our major contractual obligations relate to an operating lease for our facility, a loan from the New Jersey Economic Development Authority used to fund the expansion of our facility and employment contracts in effect for our Chairman of the Board of Directors and the President and Chief Executive Officer. In April 2007 the remaining $726,000 of the 5% Notes and unpaid accrued interest and make-whole liabilities were settled through the issuance of approximately 292,000 shares of common stock.

We have identified and quantified the significant commitments in the following table for the fiscal years ending June 30:

(in thousands)	**Payments Due by Period**						
Contractual Obligation	**2007**	**2008**	**2009**	**2010**	**2011**	**Thereafter**	**Total**
Operating Lease[1]	$ 142	$ 556	$ 556	$ 556	$ 609	$ 7,933	$ 10,352
NJEDA Loan[2]	$ 339	1,313					$ 1,652
Employment Contracts[3]	$ 340	792	446	100			$ 1,678
TOTAL	$ 821	$ 2,661	$ 1,002	$ 656	$ 609	$ 7,933	$ 13,682

(1) In November 2001, we renewed our operating lease for our Morris Plains, New Jersey facility for an additional term of 20 years expiring in October 2021 at an annual base rate of $545,000, which included an additional 15,000 square feet. The rent is fixed for the first five years and increases every five years thereafter.

(2) In May 2003, we obtained a loan for $6,376,000 at a variable interest rate through the New Jersey Economic Development Authority, repayable monthly in 60 equal installments.

(3) We have an employment contract with the Chairman of the Board of Directors, which expired June 30, 2006. The contract for the Chairman of the Board of Directors includes automatic one-year extensions, which includes a royalty agreement that continues for three years after the termination of his contract and is included above. The above table assumes Dr. Goldenberg s contract ceases effective June 30, 2007. On December 31, 2006, the Board of Directors entered into an employment contract with the Chief Executive Officer, which expires on December 30, 2008.

Effects of Inflation

We do not believe that inflation has had a material impact on our business, sales or operating results during the periods presented.

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following discussion about our exposure to market risk of financial instruments contains forward-looking statements under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those described due to a number of factors, including uncertainties associated with general economic conditions and conditions impacting our industry. *See* Cautionary Note Regarding Forward-Looking Statements under Item 2 above.

Our holdings of financial instruments are comprised primarily of corporate debt securities and municipal bonds. All such instruments are classified as securities available for sale at March 31, 2007. We do not invest in portfolio equity securities or commodities or use financial derivatives for trading purposes. Our debt security portfolio represents funds held temporarily pending use in our business and operations. We manage these funds accordingly. We seek reasonable assuredness of the safety of principal and market liquidity by investing in rated fixed income securities while at the same time seeking to achieve a favorable rate of return. Our market risk exposure consists principally of exposure to changes in interest rates. Our holdings also are exposed to the risks of changes in the credit quality of issuers. We typically invest in highly liquid debt instruments with fixed interest rates.

The table below presents the principal amounts of the restricted and unrestricted marketable securities and the related weighted-average interest rates by fiscal year of maturity for our investment portfolio as of March 31, 2007:

	2007	2008	2009	2010	2011	Total	Fair Value
	(in thousands)						
Fixed rate	$ 16,910					$ 16,910	$ 16,910
Average interest rate	5.26%					5.26%	

Table of Contents

ITEM 4. CONTROLS AND PROCEDURES

(a) *Disclosure Controls and Procedures:* We maintain controls and procedures designed to ensure that we are able to collect the information we are required to disclose in the reports we file with the SEC, and to record, process, summarize and disclose this information within the time periods specified in the rules promulgated by the SEC. Our Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining these disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) and, as required by the rules of the SEC, to evaluate their effectiveness. Based on their evaluation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q, our Chief Executive and Chief Financial Officers believe that these procedures are effective to ensure that we are able to collect, process and disclose the information we are required to disclose in the reports we file with the SEC within the required time periods.

(b) *Changes in Internal Controls.* There were no significant changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act), identified in connection with the evaluation of such internal control that occurred during our last fiscal quarter, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On December 22, 2003, the Dutch Supreme Court, in a case brought by the Company, held that Immunomedics Dutch part of its European patent for highly specific monoclonal antibodies against the cancer marker, carcinoembryonic antigen (CEA), was valid. The Dutch Supreme Court did not finally decide the Company s claim of infringement. Among other things, the Supreme Court held that the Court of Appeal which had ruled that Roche had infringed Immunomedics European Patent had not given Roche sufficient opportunity to comment on an expert opinion filed by Immunomedics in which it was stated that Roche s CEA test kit did satisfy a criterion that is generally satisfied for specific antibodies that bind to CEA. The Company has argued that the Dutch court should enforce the European Patent for all European countries for which the European Patent was validated, since Roche sold the same product in each country. The Dutch Supreme Court repeated the reasoning of the Dutch District Court that the Brussels Convention should be interpreted to permit cross-border enforcement of European patents where a related group of companies sells the same product in countries where that same patent has been validated. The Dutch Supreme Court referred this issue to the European Court of Justice (ECJ) to provide a final interpretation of the Brussels Convention on this point. On January 27, 2005, the ECJ heard oral arguments in the case, and took the matter under consideration. No further notifications have been received regarding this litigation to present.

We believe that the CEA patents that are the subject of our infringement action have been infringed, and we believe that the Company will prevail in the litigation, although no assurances can be given in this regard. To the extent that Roche contests or challenges our patents, or files appeals or further nullity actions, there can be no assurance that significant costs for defending such patents may not be incurred.

On May 19, 2004 and July 20, 2004, in a counter suit to our actions of December 22, 2003, Roche filed nullity actions in German and United Kingdom courts, respectively, challenging our patents relating to an improved method of disease therapy in combination with cytotoxic agents, wherein cytokines are used to prevent, mediate or reverse radiation-induced, drug-induced or antibody-induced toxicity, especially to hematopoietic cells. On December 1, 2004, the Company agreed to settle the United Kingdom patent litigation by surrendering the United Kingdom patent. In accordance with United Kingdom legal rules, Roche made an application for payment of its attorney s fees and other costs to the court. We agreed on a resolution with Roche, which was subsequently settled. The related charges for this litigation were included in the General and Administrative expenses in the Statement of Operations. In the German action the Company is defending the patent with amended claims. On March 8, 2007 at the German Patent Court oral proceedings, the Court rejected the Company s patent claims, but without any liability assessed to the Company. The Company is consulting with the patent attorneys with regard to an appeal of this decision.

On October 10, 2006, the Company sued a former research scientist employee, seeking a declaration that the Company has the right, under a certain written agreement that the former employee executed at time he commenced work for the Company, to an immediate assignment of all of the employee s rights, titles and interest in three patent applications that the employee filed after leaving the employ of the Company. The Company further seeks a judgment compelling the former employee to perform under the agreement and immediately assign to the Company all of their rights, titles and interest in these patent applications. We are also seeking damages for breach of contract.

Table of Contents

On October 12, 2006, the Company was sued by the same former employee noted above as well as two other parties claiming rights to the patents, seeking a declaration that (i) a certain written agreement executed by the former employee at or about the time he commenced work for the Company does not obligate the former employee to assign to the Company three patent applications filed by him after he ceased working for the Company, (ii) the Company has no ownership rights in said patent applications, and (iii) a certain Recordation Form Cover Sheet that the Company filed with the United States Patent and Trademark Office (PTO) with respect to two of the three patent applications was invalid and unenforceable. Plaintiffs further seek a permanent injunction requiring the Company to withdraw the Recordation Form Cover Sheet that was filed with the PTO. We intend to vigorously defend this action.

There were no other legal proceedings nor any material developments during the fiscal quarter ended March 31, 2007 in any of the legal proceedings described in Item 3 of our Annual Report on Form 10-K for the fiscal year ended June 30, 2006.

Table of Contents

ITEM 1A. RISK FACTORS
Factors That May Affect Our Business and Results of Operations

Our business is subject to certain risks and uncertainties, each of which could materially adversely affect our business, financial condition, cash flows and results of operations.

Risks Relating to Our Business, Operations and Product Development

We have a long history of operating losses and it is likely that our operating expenses will continue to exceed our revenues for the foreseeable future.

We have incurred significant operating losses since our formation in 1982, and have never earned a profit since that time. As of March 31, 2007, we had an accumulated deficit of approximately $216,000,000, including a net loss of $12,103,000 for the nine-month period ended March 31, 2007. In May 2006, we entered into an agreement with UCB, granting UCB the exclusive, worldwide license to develop, manufacture, market and sell epratuzumab, our humanized CD22 antibody, for all autoimmune disease indications. The only significant revenue we have earned to date has come from licensing arrangements through partnership arrangements with UCB and Amgen Inc., or Amgen and the limited sale of our two diagnostic imaging products in Europe and, to a lesser degree in the United States. We had previously licensed epratuzumab to Amgen in 2001, which agreement was terminated in April 2004. In addition, we have made the strategic decision to de-emphasize sales of our diagnostic products and focus on our therapeutic pipeline. We have never received revenue from the commercialization of any therapeutic product. We expect to continue to experience significant operating losses as we invest further in our research and development activities while simultaneously attempting to develop and commercialize our other therapeutic product candidates. If we are unable to develop commercially viable therapeutic products, it is likely that we will never achieve significant revenues or become profitable, either of which would jeopardize our ability to continue as a going concern.

Our most advanced therapeutic product candidates are still only in the clinical development stage, and will require us to raise capital in the future in order to fund further expensive and time-consuming studies before they can even be submitted for final regulatory approval.

Our most advanced therapeutic product candidates are still in the clinical development stage and will not be available for commercial sale any time soon, if ever. In order to complete the clinical development process for each of our product candidates, it will be necessary to invest significant financial resources, and devote a great deal of time and effort, just to reach the point where an application for final FDA or foreign regulatory approval can be submitted. In addition, we will need to raise additional capital to finance the costly process of obtaining approval for any of our current products should we get to that stage of product development.

Clinical trials involve the administration of a product candidate to patients who are already extremely ill, making patient enrollment often difficult and expensive. Moreover, even in ideal circumstances where the patients can be enrolled and then followed for the several months or more required to complete the study, the trials can be suspended, terminated or otherwise fail for any number of reasons, including:

later-stage clinical trials may raise safety or efficacy concerns not readily apparent in earlier trials;

Table of Contents

- unforeseen difficulties in manufacturing the product candidate in compliance with all regulatory requirements and in the quantities needed to complete the trial may be cost-prohibitive;

- while underway, the continuation of clinical trials may be delayed, suspended or terminated due to modifications to the clinical trial s protocols based on interim results obtained;

- our collaboration partner may suspend or cease trials in their sole discretion;

- during the long trial process, alternative therapies may become available which make further development of the product candidate impracticable; and

- if we are unable to obtain the additional capital we need to fund all of the clinical trials we foresee, we may forced to cancel or otherwise curtail some important trials.

Any failure or substantial delay in successfully completing clinical trials for our product candidates, particularly the ongoing trials for our most advanced product candidate, epratuzumab, could severely harm our business and results of operation.

Once the clinical development process has been successfully completed, our ability to derive revenues from the sale of therapeutics will depend upon our first obtaining FDA as well as foreign regulatory approvals, all of which are subject to a number of unique risks and uncertainties.

Even if we are able to demonstrate the safety and efficacy of our product candidates in clinical trials, if we fail to gain timely approval to commercialize our product candidates from the FDA and other foreign regulatory authorities, we will be unable to generate the revenues we will need to build our business. These approvals may not be granted on a timely basis, if at all, and even if and when they are granted they may not cover all the indications for which we seek approval. For example, while we may develop a product candidate with the intention of addressing a large, unmet medical need, the FDA may only approve the use of the drug for indications affecting a relatively small number of patients, thus greatly reducing the market size and our potential revenues. The approvals may also contain significant limitations in the form of warnings, precautions or contraindications with respect to conditions of use, which could further narrow the size of the market. There may be questions regarding manufacturing processes, such as the recent concern by UCB regarding the sterility assurance in the final production process of epratuzumab. Finally, even after approval can be obtained, we may be required to recall or withdraw a product as a result of newly discovered safety or efficacy concerns, either of which would have a materially adverse effect on our business and results of operations.

In order to become a profitable biopharmaceutical company, we will need to raise significant amounts of additional capital. Because it can be difficult for a small-cap company like ours to raise equity capital on acceptable terms, we cannot assure you that we will be able to obtain the necessary capital when we need it, or on acceptable terms, if at all.

Even if our technologies and product candidates are superior, if we lack the capital needed to bring our future products to market, we will never be successful. We have obtained the funding necessary for our research and development programs to date primarily from the following sources:

- $38,000,000 from UCB in May 2006 to license the rights to develop, manufacture and commercialize epratuzumab for the treatment of all autoimmune disease indications;

- approximately $261,000,000 from the public and private sale of our debt and equity securities through May 7, 2007;

Table of Contents

$18,000,000 from Amgen under our epratuzumab licensing agreement, which was terminated in 2004; and

limited product sales of CEA-Scan® and LeukoScan®, licenses, grants and interest income from our investments.

With the agreement with UCB and receipt of the initial payments related thereto we will have sufficient funds for our research and development programs at least through the next twelve months. We intend to continue expending substantial capital on our research and development programs. We will eventually need to raise additional capital in order to obtain the necessary regulatory approvals and then be able to commercialize our other therapeutic products. Our capital requirements are dependent on numerous factors, including:

the rate at which we progress our research programs and the number of product candidates we have in pre-clinical and clinical development at any one time;

the cost of conducting clinical trials involving patients in the United States, Europe and possibly elsewhere;

our need to establish the manufacturing capabilities necessary to produce the quantities of our product candidates we project we will need;

the time and costs involved in obtaining FDA and foreign regulatory approvals;

the cost of first obtaining, and then defending, our patent claims and other intellectual property rights; and

our ability to enter into licensing and other collaborative agreements to help off-set some of these costs.

There may be additional cash requirements for many reasons, including, but not limited to, changes in our research and development plans, the need for unexpected capital expenditures or costs associated with any acquisitions of other businesses, assets or technologies that we may choose to undertake. If we deplete our existing capital resources, we will be required to either obtain additional capital quickly, or else significantly reduce our operating expenses and capital expenditures, either of which could have a material adverse effect on us.

Our ability to raise future capital on acceptable terms will depend not only upon our operating performance, but also on conditions in the public and private debt and equity markets, as well as the overall performance of other companies in the biopharmaceutical and biotechnology sectors. Financing may not be available to us when we need it on terms we find acceptable, if at all. Furthermore, the terms of any such debt or equity financing may include covenants which limit our future ability to manage the business, contain preferences, privileges and rights superior to those enjoyed by holders of our common stock or cause substantial dilution to our existing stockholders.

If we cannot successfully and efficiently manufacture the compounds that make up our products and product candidates, our ability to sell products and conduct clinical trials will be impaired.

Our ability to conduct our pre-clinical and clinical research and development programs depends, in large part, upon our ability to manufacture our proprietary compounds in accordance with FDA and other regulatory requirements. While we have completed construction on the major expansion of our manufacturing facilities in New Jersey in anticipation of our current and future needs, we have no historical experience in manufacturing these compounds in significant quantities, and we may not be able to do so in the quantities and with the degree of purity that is required.

Table of Contents

We are dependent upon UCB for the final development and commercialization of epratuzumab for the treatment of autoimmune disease indications worldwide, and they may not be successful.

We have licensed the exclusive worldwide rights of our most advanced therapeutic compound, epratuzumab, to UCB. As a result, UCB is solely responsible, and we are depending upon it, for completing the clinical development of epratuzumab, obtaining all necessary regulatory approvals, and then commercializing and manufacturing the compound for sale. If UCB does not fully perform its responsibilities under our agreement, or if the ongoing clinical trials being conducted by UCB are not successful or are terminated by UCB for any other reason, our ability to commercialize this product candidate in the future, as well as other product candidates we have in development that are closely related to epratuzumab, would be severely jeopardized. In such event, it is likely we would never receive any of the milestone payments or royalties that we are eligible to receive under our agreement with UCB, and our ability to fund the development and testing of our other product candidates would be adversely affected.

We amortize the $38 million upfront payment received from UCB as revenue over the period of time of our expected obligations in accordance with the terms of our agreement with UCB. UCB has recently decided to stop the SLE clinical trials designed and initiated by us and to establish new protocols for clinical trials for the treatment of SLE, which may generate more rapid patient enrollment. These new protocols will need to reviewed and approved by the regulatory authorities. We are unable to determine at this time how these decisions will impact our obligation period under the terms of the agreement with UCB. Accordingly, beginning in the third quarter of fiscal 2007, we ceased amortizing to revenue the deferred revenue recorded with receipt of the up front payments from UCB at the inception of the license agreement until such time as the obligation period is reasonably determinable. Additionally, we are unable to determine at this time the impact, if any, of UCB s decision to stop clinical trials on any milestone or royalty payments we may receive in the future from UCB.

Our future success will depend upon our ability to first obtain and then adequately protect our patent and other intellectual property rights, as well avoiding the infringement of the rights of others.

Our future success will be highly dependent upon our ability to first obtain and then defend the patent and other intellectual property rights necessary for the commercialization of our product candidates. We have filed numerous patent applications on the technologies and processes that we use in the United States and certain foreign countries. Although we have obtained a number of issued U.S. patents to date, the patent applications owned or licensed by us may not result in additional patents being issued. Moreover, these patents may not afford us the protection we need against competitors with similar technologies or products.

The successful development of therapeutic products frequently requires the application of multiple technologies that may be subject to the patent or other intellectual property rights of third parties. Although we believe it is likely we will need to license technologies and processes from third parties in the ordinary course of our business, we are not currently aware of any material conflict involving our technologies and processes with any valid patents or other intellectual property rights owned or licensed by others. In the event that a third party were to claim such a conflict existed, they could sue us for damages as well as seek to prevent us from commercializing our product candidates. It is possible that a third party could successfully claim that our products infringe on their intellectual property rights. Uncertainties resulting from the litigation and continuation of patent litigation or other proceedings could have a material adverse effect on our ability to compete in the marketplace. Any patent litigation or other proceeding, even if resolved in our favor, would require significant financial resources and management time.

Table of Contents

Some of our competitors may be able to sustain these costs more effectively than we can because of their substantially greater financial and managerial resources. If a patent litigation or other proceeding is resolved unfavorably to us, we may be enjoined from manufacturing or selling our products without a license from the other party, in addition to being held liable for significant damages. We may not be able to obtain any such license on commercially acceptable terms, if at all.

In addition to our reliance on patents, we attempt to protect our proprietary technologies and processes by relying on trade secret laws, nondisclosure and confidentiality agreements and licensing arrangements with our employees and other persons who have access to our proprietary information. These agreements and arrangements may not provide meaningful protection for our proprietary technologies and processes in the event of unauthorized use or disclosure of such information. In addition, our competitors may independently develop substantially equivalent technologies and processes or otherwise gain access to our trade secrets or technology, either of which could materially and adversely affect our competitive position.

We face substantial competition in the biotechnology industry and may not be able to compete successfully against one or more of our competitors.

The biotechnology industry is highly competitive, particularly in the area of diagnostic and therapeutic oncology products. In recent years, there have been extensive technological innovations achieved in short periods of time, and it is possible that future technological changes and discoveries by others could result in our products and product candidates quickly becoming uncompetitive or obsolete. A number of companies, including Biogen Idec, Genentech, Glaxo SmithKline, Hoffmann-LaRoche, Human Genome Sciences, Amgen, Millennium Pharmaceuticals, Protein Design Laboratories, Genmab, Medarex, Bristol-Myers Squibb and Bayer Schering Pharma AG, are engaged in the development of therapeutic autoimmune and oncology products. Many of these companies have significantly greater financial, technical and marketing resources than we do. In addition, many of these companies have more established positions in the pharmaceutical industry and are therefore better equipped to develop, commercialize and market oncology products. Even some smaller competitors may obtain a significant competitive advantage over us if they are able to discover or otherwise acquire patentable inventions, form collaborative arrangements or merge with larger pharmaceutical companies.

We expect to face increasing competition from universities and other non-profit research organizations. These institutions carry out a significant amount of research and development in the field of antibody-based technologies, and they are increasingly aware of the commercial value of their findings. As a result, they are demanding greater patent and other proprietary rights, as well as licensing and future royalty revenues.

We may be liable for contamination or other harm caused by hazardous materials that we use in the operations of our business.

In addition to laws and regulations enforced by the FDA, we are also subject to regulation under various other foreign, federal, state and local laws and regulations. Our manufacturing and research and development programs involve the controlled use of viruses, hazardous materials, chemicals and various radioactive compounds. The risk of accidental contamination or injury from these materials can never be completely eliminated, and if an accident occurs we could be held liable for any damages that result, which could exceed our available resources.

Table of Contents

The nature of our business exposes us to significant liability claims, and our insurance coverage may not be adequate to cover any future claims.

The use of our compounds in clinical trials and any future sale exposes us to liability claims that could be substantial. These claims might be made directly by healthcare providers, medical personnel, patients, consumers, pharmaceutical companies and others selling or distributing our compounds. While we currently have product liability insurance that we consider adequate for our current needs, we may not be able to continue to obtain comparable insurance in the future at an acceptable cost, if at all. If for any reason we cannot maintain our existing or comparable liability insurance, our ability to clinically test and market products could be significantly impaired. Moreover, the amount and scope of our insurance coverage, as well as the indemnification arrangements with third parties upon which we rely, may be inadequate to protect us in the event of a successful product liability claim. Any successful claim in excess of our insurance coverage could materially and adversely affect our financial condition and operating results.

The loss of any of our key employees could adversely affect our operations.

We are heavily dependent upon the talents of Dr. Goldenberg, our Chief Strategic Officer and Ms. Sullivan, our President and Chief Executive Officer who is Dr. Goldenberg s wife, as well as certain other key personnel. If Dr. Goldenberg, Ms. Sullivan or any of our other key personnel were to unexpectedly leave our company, our business and results of operations could be materially and adversely affected. In addition, as our business grows we will need to continue to attract additional management and scientific personnel. Competition for qualified personnel in the biotechnology and pharmaceutical industries is intense, and we may not be successful in our recruitment efforts. If we are unable to attract, motivate and retain qualified professionals, our operations could be materially and adversely affected.

Certain potential for conflicts of interest, both real and perceived, exist which could result in expensive and time-consuming litigation.

Certain members of our senior management and Board of Directors have relationships and agreements, both with us as well as among themselves and their respective affiliates, which create the potential for both real, as well as perceived, conflicts of interest. These include Dr. David M. Goldenberg, our Chairman and Chief Strategic Officer, Ms. Cynthia L. Sullivan, our President and Chief Executive Officer, who is Dr. Goldenberg s wife, and certain companies with which we do business, including the Center for Molecular Medicine and Immunology, also known as the Garden State Cancer Center, or CMMI. For example, Dr. Goldenberg is the President and a Trustee of CMMI, a not-for-profit cancer research center that we use to conduct certain research activities. For the nine-month period ended March 31, 2007, we reimbursed CMMI a total of $80,000 for research activities conducted on our behalf. Further, Dr. Goldenberg's employment agreement with us permits him to devote more of his time working for CMMI than for us, and other key personnel of our Company also have responsibilities to both CMMI and us.

As a result of these and other relationships, the potential for both real and perceived conflicts of interest exists and disputes could arise over the allocation of funds, research projects and ownership of intellectual property rights. In addition, in the event that we become involved in stockholder litigation regarding these potential conflicts, we might be required to devote significant resources and management time defending the company from these claims, which could adversely affect our results of operations.

Table of Contents

Given that autoimmune and cancer therapeutics such as the ones we are developing can cost upwards of $20,000 per treatment, even if our product candidates become available for sale it is likely that federal and state governments, insurance companies and other payers of health care costs will try to first limit the use of these drugs to certain patients, and may be reluctant to provide a level of reimbursement that permits us to earn a significant profit on our investment, if any.

Our ability to successfully commercialize therapeutic products will depend, in significant part, on the extent to which hospitals can obtain appropriate reimbursement levels for the cost of our products and related treatment. Third-party payers are increasingly challenging the prices charged for diagnostic and therapeutic products and related services. In addition, legislative proposals to reform health care or reduce government insurance programs may result in lower prices or the actual inability of prospective customers to purchase our products. Furthermore, even if reimbursement is available, it may not be available at price levels sufficient for us to realize a positive return on our investment.

Risks Related to Government Regulation of our Industry

Our industry and we are subject to intense regulation from the U.S. Government and such other governments and quasi-official regulatory bodies where our products are and product candidates may be sold.

These governmental and other regulatory risks include:

Clinical development is a long, expensive and uncertain process, delay and failure can occur at any stage of our clinical trials;

Our clinical trials are dependent on patient enrollment and regulatory approvals, we do not know whether our planned trials will begin on time, or at all, or will be completed on schedule or at all;

The FDA or other regulatory authorities do not approve a clinical trial protocol or place a clinical trial on hold;

If the clinical development process is completed successfully, our ability to derive revenues from the sale of therapeutics will depend on our first obtaining FDA or other comparable foreign regulatory approvals, each of which are subject to unique risks and uncertainties;

There is no assurance that we will receive FDA or corollary foreign approval for any of our product candidates for any indication; we are subject to government regulation for the commercialization of our product candidates;

We have not received regulatory approval in the United States or any foreign jurisdiction for the commercial sale of any of our product candidates; and

We may be liable for contamination or other harm caused by hazardous materials used in the operations of our business.

Risks Related to Our Securities

Our common stock may be delisted from the NASDAQ Global Market (NASDAQ).

If the bid price of our common stock falls below $1.00 for an extended period, or we are unable to continue to meet NASDAQ's listing maintenance standards for any other reason, our common stock could be delisted from the NASDAQ. Within the past eight months, the bid price on our common stock has been below $2.00.

43

Table of Contents

If our stock is delisted from the NASDAQ, we will make every possible effort to have it listed on the Over the Counter Bulletin Board, or the OTC Bulletin Board. If our common stock were to be traded on the OTC Bulletin Board, the Securities Exchange Act of 1934, as amended, and related Securities and Exchange Commission, or SEC, rules would impose additional sales practice requirements on broker-dealers that sell our securities. These rules may adversely affect the ability of stockholders to sell our common stock and otherwise negatively affect the liquidity, trading market and price of our common stock.

If our common stock would not be able to be traded on the OTC Bulletin Board, we would make every effort to have it available for trading on the National Quotation Bureau s Pink Sheets. The Pink Sheets market consists of security firms who act as market makers in the stocks, usually, of very small companies. The bid and asked prices are not quoted electronically, but are quoted daily in hard copy which is delivered to firms that subscribe. Stocks that trade in the Pink Sheets are usually not as liquid as those that trade in electronic markets and, often time, the difference between the bid and the asked prices are substantial. As a result, if our common stock were traded on the Pink Sheets, there would likely be a further negative affect on the liquidity, trading market and price of our common stock even compared to that we might suffer if we were traded on the OTC Bulletin Board.

As a result of the above, we cannot assure you that our common stock will be listed on a national securities exchange, a national quotation service, the OTC Bulletin Board or the Pink Sheets or, if it is to be listed, whether or not there would be an interruption in the trading of our common stock. We believe that the listing of our stock on a recognized national trading market, such as the NASDAQ, is an important part of our business and strategy. Such a listing helps our stockholders by providing a readily available trading market with current quotations. Without that, stockholders may have a difficult time getting a quote for the sale or purchase of our stock, the sale or purchase of our stock would likely be made more difficult and the trading volume and liquidity of our stock would likely decline. The absence of such a listing may adversely affect the acceptance of our common stock as currency or the value accorded it by other parties. In that regard, listing on a recognized national trading market will also affect the company s ability to benefit from the use of its operations and expansion plans, including for use in licensing agreements, joint ventures, the development of strategic relationships and acquisitions, which are critical to our business and strategy and none of which is currently the subject of any agreement, arrangement or understanding, with respect to any future financing or strategic relationship it may undertake. The delisting from NASDAQ would result in negative publicity and would negatively impact our ability to raise capital in the future.

If we were delisted from NASDAQ, we may become subject to the trading complications experienced by Penny Stocks in the over-the-counter market.

Delisting from NASDAQ may depress the price of our common stock such that we may become a penny stock. The SEC generally defines a penny stock as an equity security that has a market price of less than $5.00 per share or an exercise price of less than $5.00 per share, subject to specific exemptions. The market price of our common stock has been below $5.00 per share for most of the previous year. Penny Stock rules require, among other things, that any broker engaging in a purchase or sale of our securities provide its customers with: (i) a risk disclosure document, (ii) disclosure of market quotations, if any, (iii) disclosure of the compensation of the broker and its salespersons in the transaction and (iv) monthly account statements showing the market values of our securities held in the customer s accounts.

A broker would be required to provide the bid and offer quotations and compensation information before effecting the transaction. This information must be contained on the customer s confirmation. Generally, brokers are less willing to effect transactions in penny

Table of Contents

stocks due to these additional delivery requirements. These requirements may make it more difficult for stockholders to purchase or sell our common stock. Because the broker, not us, prepares this information, we would not be able to assure that such information is accurate, complete or current.

The market price of our common stock has fluctuated widely in the past, and is likely to continue to fluctuate widely based on a number of factors, many of which are beyond our control.

The market price of our common stock has been, and is likely to continue to be, highly volatile. Furthermore, the stock market generally and the market for stocks of relatively small biopharmaceutical companies like ours have from time to time experienced, and likely will again experience, significant price and volume fluctuations that are unrelated to actual operating performance.

From time to time, stock market analysts publish research reports or otherwise comment upon our business and future prospects. Due to a number of factors, we may fail to meet the expectations of securities analysts or investors and our stock price would likely decline as a result. These factors include:

- announcements by us, any future alliance partners or our competitors of clinical results, technological innovations, product sales, new products or product candidates and product development timelines;
- the formation or termination of corporate alliances;
- developments or disputes concerning our patent or other proprietary rights, and the issuance of patents in our field of business to others;
- government regulatory action;
- period-to-period fluctuations in the results of our operations; and
- developments and market conditions for emerging growth companies and biopharmaceutical companies, in general.

In addition, Internet chat rooms have provided forums where investors make predictions about our business and prospects, oftentimes without any real basis in fact, that readers may trade on.

In the past, following periods of volatility in the market prices of the securities of companies in our industry, securities class action litigation has often been instituted against those companies. If we face such litigation in the future, it would result in substantial costs and a diversion of management s attention and resources, which could negatively impact our business.

Our principal stockholder can significantly influence all matters requiring the approval by our stockholders.

As of May 7, 2007, Dr. Goldenberg, our Chairman and Chief Strategic Officer, together with certain members of his family, including Ms. Cynthia L. Sullivan, our President and Chief Executive Officer, who is Dr. Goldenberg s wife, and other affiliates, controlled the right to vote approximately 12% of our fully diluted common stock. As a result of this voting power, Dr. Goldenberg has the ability to significantly influence the outcome of substantially all matters that may be put to a vote of our stockholders, including the election of our directors.

Table of Contents

We have adopted anti-takeover provisions that may frustrate any unsolicited attempt to acquire our Company or remove or replace our directors and executive officers.

Provisions of our certificate of incorporation, our by-laws and Delaware corporate law could make it more difficult for a third party to acquire control of our Company in a transaction not approved by our Board of Directors. For example, we have adopted a stockholder rights plan that makes it more difficult for a third party to acquire control of our Company without the support of our Board of Directors. In addition, our Board of Directors may issue up to ten million shares of preferred stock and determine the price, rights, preferences and privileges, including voting and conversion rights, of these shares without any further vote or action by our stockholders. The issuance of preferred stock could have the effect of delaying, deterring or preventing an unsolicited change in control of our company, or could impose various procedural and other requirements that could make it more difficult for holders of our common stock to effect certain corporate actions, including the replacement of incumbent directors and the completion of transactions opposed by the incumbent Board of Directors. The rights of the holders of our common stock would be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future.

We are also subject to Section 203 of the Delaware General Corporation Law, or the DGCL, which prohibits us from engaging in a business combination with any interested stockholder (as defined in Section 203 of the DGCL) for a period of three years from the date the person became an interested stockholder, unless certain conditions are met.

There are limitations on the liability of our directors, and we may have to indemnify our officers and directors in certain instances.

Our certificate of incorporation limits, to the maximum extent permitted under Delaware law, the personal liability of our directors for monetary damages for breach of their fiduciary duties as directors. Our bylaws provide that we will indemnify our officers and directors and may indemnify our employees and other agents to the fullest extent permitted by law. These provisions may be in some respects broader than the specific indemnification provisions under Delaware law. The indemnification provisions may require us, among other things, to indemnify such officers and directors against certain liabilities that may arise by reason of their status or service as directors or officers (other than liabilities arising from willful misconduct of a culpable nature), to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified and to obtain directors and officers insurance. Section 145 of the DGCL provides that a corporation may indemnify a director, officer, employee or agent made or threatened to be made a party to an action by reason of the fact that he or she was a director, officer, employee or agent of the corporation or was serving at the request of the corporation, against expenses actually and reasonably incurred in connection with such action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Delaware law does not permit a corporation to eliminate a director s duty of care and the provisions of our certificate of incorporation have no effect on the availability of equitable remedies, such as injunction or rescission, for a director s breach of the duty of care.

We believe that our limitation of officer and director liability assists us to attract and retain qualified employees and directors. However, in the event an officer, a director or the board of directors commits an act that may legally be indemnified under Delaware law, we will be responsible to pay for such officer(s) or director(s) legal defense and potentially any damages resulting there from. Furthermore, the limitation on director liability may reduce the likelihood of

Table of Contents

derivative litigation against directors, and may discourage or deter stockholders from instituting litigation against directors for breach of their fiduciary duties, even though such an action, if successful, might benefit our stockholders and us. Given the difficult environment and potential for incurring liabilities currently facing directors of publicly-held corporations, we believe that director indemnification is in our and our stockholders best interests because it enhances our ability to attract and retain highly qualified directors and reduce a possible deterrent to entrepreneurial decision-making.

Nevertheless, limitations of director liability may be viewed as limiting the rights of stockholders, and the broad scope of the indemnification provisions contained in our certificate of incorporation and bylaws could result in increased expenses. Our board of directors believes, however, that these provisions will provide a better balancing of the legal obligations of, and protections for, directors and will contribute positively to the quality and stability of our corporate governance. Our board of directors has concluded that the benefit to stockholders of improved corporate governance outweighs any possible adverse effects on stockholders of reducing the exposure of directors to liability and broadened indemnification rights.

We are exposed to potential risks from recent legislation requiring companies to evaluate controls under Section 404 of the Sarbanes-Oxley Act.

The Sarbanes-Oxley Act requires that we maintain effective internal controls over financial reporting and disclosure controls and procedures. Among other things, we must perform system and process evaluation and testing of our internal controls over financial reporting to allow management to report on, and our independent registered public accounting firm to attest to, our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Compliance with Section 404 requires substantial accounting expense and significant management efforts. Our testing, or the subsequent review by our independent registered public accounting firm, may reveal deficiencies in our internal controls that would require us to remediate in a timely manner so as to be able to comply with the requirements of Section 404 each year. If we are not able to comply with the requirements of Section 404 in a timely manner each year, we could be subject to sanctions or investigations by the SEC, the NASDAQ or other regulatory authorities that would require additional financial and management resources and could adversely affect the market price of our common stock.

We may pay vendors in stock as consideration for their services; this may result in stockholder dilution, additional costs and difficulty retaining certain vendors.

In order for us to preserve our cash resources, we may in the future pay vendors, including alliance partners, in shares, warrants or options to purchase shares of our common stock rather than cash. Payments for services in stock may materially and adversely affect our stockholders by diluting the value of outstanding shares of our common stock. In addition, in situations where we agree to register the shares issued to a vendor, this will generally cause us to incur additional expenses associated with such registration. Paying vendors in shares, warrants or options to purchase shares of common stock may also limit our ability to contract with the vendor of our choice should that vendor decline payment in stock.

We do not intend to pay dividends on our common stock. Until such time as we pay cash dividends our stockholders must rely on increases in our stock price for appreciation.

We have never declared or paid dividends on our common stock. We intend to retain future earnings to develop and commercialize our products and therefore we do not intend to pay cash dividends in the foreseeable future. Until such time as we determine to pay cash dividends on our common stock, our stockholders must rely on increases in our common stock s market price for appreciation.

Table of Contents

We have not paid, and do not expect to pay in the future, cash dividends on our common stock.

We have never paid cash dividends on our common stock and do not anticipate paying any such dividends in the foreseeable future. We currently intend to retain our earnings, if any, for the development of our business.

Our stock price is volatile.

The market price of our common stock, like that of the common stock of many other biopharmaceutical companies, has been and likely will continue to be highly volatile. Factors that could have a significant impact on the future price of our common stock include but are not limited to:

- the results of pre-clinical studies and clinical trials by us or our competitors;
- announcements of technological innovations or new therapeutic products by us or our competitors;
- government regulation;
- developments in patent or other proprietary rights by us or our respective competitors, including litigation;
- fluctuations in our operating results; and
- market conditions for biopharmaceutical stocks in general.

At May 7, 2007, we had 75,011,664 shares of common stock outstanding, 8,346,009 additional shares reserved for the exercise of outstanding options and warrants and 6,686,950 additional shares of common stock authorized for issuance and remaining to be granted under our stock option plans.

Table of Contents

ITEM 5. OTHER INFORMATION

On February 6, 2007, we elected, pursuant to Section 12.1(b) of that certain Indenture dated as of April 29, 2005, by and among Immunomedics, Inc., Law Debenture Trust Company of New York as Trustee, and Bank of New York, as successor in interest to JPMorgan Chase Bank, N.A. as Registrar, Paying Agent and Conversion Agent, or the Indenture, to convert $16,809,000 of the outstanding 5% Senior Convertible Notes due 2008, or Notes, into shares of the Company s common stock, effective immediately.

As provided in Section 12.1(b) of the Indenture, the closing stock price of our common stock, $0.01 par value per share (as listed on the NASDAQ Global Market), had exceeded 150% of the Conversion Price (as such term is defined in the Indenture) for at least twenty (20) trading days during the last thirty (30) consecutive trading day period. In accordance with this Section 12.1(b), we elected to convert a portion of the outstanding 5% Notes up to the amount allowed under the terms of the Indenture. The Company converted $16,809,000 of the 5% Notes. We issued an aggregate of approximately 6,750,000 shares of common stock in settlement of outstanding principal and accrued interest and make-whole interest payment.

On May 7, 2007, we closed an offering to certain institutional investors pursuant to which we issued and sold an aggregate of 4,848,485 registered shares of our common stock at $4.95 per share, through a registered direct offering, for aggregate net proceeds of approximately $22.3 million. The shares of common stock offered by us in this transaction were registered under our existing shelf registration statement (File No. 333-114810) on Form S-3, which was declared effective by the Securities and Exchange Commission on May 25, 2004.

Table of Contents

ITEM 6. EXHIBITS

31.1 Certification of Chief Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.

32.1 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Table of Contents

SIGNATURES

Pursuant to the requirements 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.

May 8, 2007

By: /s/ Cynthia L. Sullivan
Cynthia L. Sullivan
President and Chief Executive Officer
(Principal Executive Officer)

May 8, 2007

By: /s/ Gerard G. Gorman
Gerard G. Gorman
Senior Vice President, Finance and Business Development, and Chief Financial Officer

(Principal Financial and Accounting Officer)

Table of Contents

EXHIBIT INDEX

Exhibit Number	Description of Document
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32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.