

IMMUNOMEDICS INC
Form SC 13D/A
June 19, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

Immunomedics, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

452907108
(CUSIP Number)

Scott Epstein
c/o venBio Select Advisor LLC
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New York, NY 10036
(212) 937-4970

Eleazer Klein, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022
(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

June 19, 2018
(Date of Event Which Requires Filing of This
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

VENBIO SELECT
ADVISOR LLC
CHECK THE
APPROPRIATE

2 BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

5 IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware SOLE VOTING POWER

7 17,714,461 shares of Common Stock SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **8** -0- SOLE DISPOSITIVE POWER **9**

17,714,461
shares of
Common Stock
SHARED
DISPOSITIVE
10 POWER

-0-
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
PERSON

17,714,461 shares of
Common Stock
CHECK IF THE
AGGREGATE
12 AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (11)

9.9%
TYPE OF REPORTING
14 PERSON

OO, IA

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1 NAME OF REPORTING PERSON
BEHZAD AGHAZADEH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4

5 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States
SOLE VOTING POWER

7 17,714,461 shares of Common Stock
22,500 shares of Common Stock underlying director stock options

NUMBER OF SHARES BENEFICIALLY

8 SHARED
VOTING
POWER

-0-
SOLE
DISPOSITIVE
POWER

9 17,714,461
shares of
Common Stock

10 22,500 shares
of Common
Stock
underlying
director stock
options
SHARED
DISPOSITIVE
POWER

-0-
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11 17,714,461 shares of
Common Stock

22,500 shares of
Common Stock
underlying director stock
options

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 9.9%
TYPE OF REPORTING
PERSON

IN

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This Amendment No. 6 (“Amendment No. 6”) amends the statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on November 16, 2016, as previously amended by Amendment No. 1 filed with the SEC on February 15, 2017, Amendment No. 2 filed with the SEC on March 17, 2017, Amendment No. 3 filed with the SEC on May 9, 2017, Amendment No. 4 filed with the SEC on November 15, 2017 and Amendment No. 5 filed with the SEC on June 15, 2018 (as amended, the “Schedule 13D”) with respect to the shares of common stock, \$0.01 par value per share (the “Common Stock”), of Immunomedics, Inc., a Delaware corporation (the “Issuer”). Capitalized terms used herein and not otherwise defined in this Amendment No. 6 have the meanings set forth in the Schedule 13D. This Amendment No. 6 amends Items 3 and 5(a), (b) and (c) as set forth below.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The 17,714,461 shares of Common Stock reported herein are held on behalf of accounts managed by the Investment Manager (“Accounts”) and by venBio Select Fund LLC, a Delaware limited liability company (the “Fund”) and were acquired by the Investment Manager for an aggregate purchase price of approximately \$96,104,000 including brokerage commissions, using the cash reserves of the Fund and Accounts.

The director stock options to purchase 22,500 shares of Common Stock held by Dr. Agahazadeh were issued in consideration for his services as a director.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a), (b) and (c) of the Schedule 13D are hereby amended and restated as follows:

See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and the percentage of the shares of Common Stock beneficially owned by the Reporting Persons. The

(a) percentages used in this Schedule 13D are calculated based upon 178,721,161 shares of Common Stock outstanding which is the number of shares of Common Stock reported to be outstanding following the offering (the “Offering”) reported in the Rule 424(b)(5) prospectus filed by the Issuer on June 14, 2018.

See rows (7) through (10) of the cover page to this Schedule 13D for the number of shares of Common Stock as

(b) to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.

(c) Information concerning transactions in the Common Stock effected by the Reporting Persons since the filing of Amendment No. 5 is set forth in Annex A hereto and is incorporated by reference herein.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: June 19, 2018

venBio Select Advisor LLC

/s/ Scott Epstein

Name: Scott Epstein

Title: Chief Financial Officer
& Chief Compliance Officer

/s/ Behzad Aghazadeh

BEHZAD AGHAZADEH

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Annex A**TRANSACTIONS IN COMMON STOCK BY THE REPORTING PERSONS**

The following table sets forth all transactions in the Common Stock effected by the Reporting Persons since the filing of Amendment No. 5. All such transactions were effected in the open market through a broker and all prices per share exclude commissions. The price reported in the column Price Per Share (\$) is a weighted average price if a price range is indicated in the column Price Range (\$). These shares of Common Stock were purchased/sold in multiple transactions at prices between the price ranges below. The Reporting Persons will undertake to provide to the staff of the SEC, upon request, full information regarding the number of shares of Common Stock purchased/sold at each separate price.

Investment Manager

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)	Price Range (\$)
06/15/2018	200,000	23.39	23.32 – 23.4998