

Actinium Pharmaceuticals, Inc.
Form 8-K
July 03, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 3, 2017

ACTINIUM PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

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| Delaware (State or other jurisdiction of incorporation) | 000-52446 (Commission File Number) | 74-2963609 (IRS Employer Identification No.) |
|--|--|---|

275 Madison Avenue, 7th Floor
10016
New York, NY
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(646) 677-3870**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

Item 1.01 Entry into a Material Definitive Agreement

On July 3, 2017, Actinium Pharmaceuticals, Inc. (the “Company”) entered into an Amended and Restated At-the-Market Market Issuance Sales Agreement (the “Amended Agreement”) with FBR Capital Markets & Co. (“FBR”), JonesTrading Institutional Services LLC (“JonesTrading”), and MLV & Co. LLC (“MLV”). Pursuant to the Amended Agreement, FBR and JonesTrading were added as agents to the original At-the-Market Issuance Sales Agreement, dated March 24, 2014 with MLV. Sales of the Company’s common stock through FBR, JonesTrading or MLV, if any, will be made on the NYSE MKT LLC, on any other existing trading market for the common stock or to or through a market maker. Subject to the terms and conditions of the Amended Agreement, the agents will use commercially reasonable efforts to sell the Company’s common stock from time to time, based upon the Company’s instructions (including any price, time or size limits or other customary parameters or conditions the Company may impose). The Company will pay to the agents in cash, upon the sale of common stock pursuant to the Amended Agreement, an amount equal to 3.0% of the gross proceeds from the sale of common stock. A copy of the Amended Agreement will be included as an exhibit to the Company’s Form 10-Q for the quarter ending June 30, 2017.

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 hereunto duly authorized.

Dated: July 3, 2017 ACTINIUM PHARMACEUTICALS, INC.

By: /s/ Sandesh Seth
Name: Sandesh Seth

Title: Chairman of the Board & CEO