

IMMUNOMEDICS INC  
Form NT 10-Q  
February 10, 2006  
(Check One):

Form 10-K

**UNITED STATES**

Form 20-F

**SECURITIES AND EXCHANGE COMMISSION**

Form 11-K

**WASHINGTON, DC 20549**

Form 10-Q

**FORM 12b-25**

Form 10-D

Form N-SAR

Form N-CSR

Commission File Number: 0-12104

CUSIP Number: 452907108

**NOTIFICATION OF LATE FILING**

For Period Ended: December 31, 2005

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read attached instruction sheet before preparing form. Please print or type.*

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates: \_\_\_\_\_

**PART I**

**REGISTRANT INFORMATION**

Immunomedics, Inc.

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**Full name of registrant**

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**Former name if applicable**

300 American Road

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**Address of principal executive office (*Street and number*)**

Morris Plains, New Jersey 07950

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**City, state and zip code**

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**PART II**

**RULE 12b-25 (b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- X
- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Immunomedics, Inc. (the Company) is unable to timely file its Quarterly Report on Form 10-Q for the Quarter Ended December 31, 2005 (the Form 10-Q) without unreasonable effort or expense. The delay relates solely to a technical accounting issue involving the process of determining the derivative accounting treatment and valuation attributable to the make-whole interest payment provisions in the Company's 5% Senior Convertible Notes due 2008, which were issued in April 2005 (the 5% Notes). The Form 10-Q is currently being prepared and will be filed no later than the fifth calendar day following the February 9, 2006 due date of the Form 10-Q.

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**PART IV**

**OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification.

**Gerard G. Gorman**

**(973)**

**605-8200**

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**(Name)**

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**(Area Code)**

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**(Telephone Number)**

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).  Yes  No

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- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Please see Exhibit A attached hereto and forming a part hereof.

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Immunomedics, Inc.

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**(Name of Registrant as Specified in Charter)**

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 9, 2006

By: /s/ Gerard G. Gorman

Name: Gerard G. Gorman

Title: Chief Financial Officer



**EXHIBIT A**

**PART IV**

**OTHER INFORMATION**

- (3) For the three months period ended December 31, 2005, the Company expects revenues of \$463,000, a decrease of \$536,000 from revenue of \$999,000 in the comparable quarter last year. For the six months period ended December 31, 2005, the Company expects to report total revenue of \$885,000, a decrease of \$1,230,000 from revenue of \$2,115,000 in the comparable period last year. The delay in the Company's filing is solely the result of a technical accounting issue involving the process of determining the derivative accounting treatment and valuation attributable to the make-whole interest payment provisions in the Company's 5% Notes. As a result, the Company cannot currently determine the amount of its operating loss for the three and six months ended December 31, 2005.