

IMMUNOMEDICS INC  
Form DEF 14A  
October 21, 2015  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Immunomedics, Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
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October 21, 2015

Dear Fellow Stockholders:

I am pleased to invite you to our 2015 Annual Meeting of Stockholders, which will be held on Wednesday, December 2, 2015, at 10:00 a.m., local time, at our executive offices located at 300 The American Road, Morris Plains, New Jersey 07950. The Annual Meeting is an excellent opportunity to learn more about our business and research and development efforts, as well as our pipeline of therapeutic product candidates. I hope you will make every effort to join us at our Annual Meeting.

On the pages after this letter, you will find the notice of our 2015 Annual Meeting of Stockholders, which lists the matters to be considered at the meeting, and the proxy statement, which describes the matters listed in the notice. Instead of mailing a printed copy of our proxy materials, including our Annual Report, to each stockholder of record, we have decided to continue to provide access to these materials in a fast and efficient manner via the Internet. This reduces the amount of paper necessary to produce these materials, as well as the costs associated with mailing these materials to all stockholders. Accordingly, on October 21, 2015, we will begin mailing a Notice Regarding Internet Availability of Proxy Materials, or the Notice, to all stockholders of record as of October 7, 2015, and have posted our proxy materials on the website referenced in the Notice ([www.proxyvote.com](http://www.proxyvote.com)). As more fully described in the Notice, all stockholders may choose to access our proxy materials on the website referred to in the Notice or may request to receive a printed set of our proxy materials. In addition, the Notice and website provide information regarding how you may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

Your vote at this meeting is important. Whether or not you plan to attend the meeting, I hope you will vote as soon as possible. If you are a stockholder of record, you may vote over the Internet or by telephone. If you requested a printed copy of the proxy materials by mail, you may mark, date, sign, and mail the proxy card in the envelope provided. You will find voting instructions in the Notice and proxy statement and on the proxy card. If your shares are held in street name that is, held for your account by a broker or other nominee you will receive instructions from the holder of record that you must follow for your shares to be voted.

With many thanks for your ongoing support and continued interest in Immunomedics, I am,

Sincerely yours,

CYNTHIA L. SULLIVAN

*President and Chief Executive Officer*

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**IMMUNOMEDICS, INC.**

**300 The American Road**

**Morris Plains, New Jersey 07950**

**NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS**

<b>Date</b>	Wednesday, December 2, 2015.
<b>Time</b>	10:00 a.m., local time.
<b>Place</b>	300 The American Road, Morris Plains, New Jersey 07950.
<b>Proposals</b>	<ol style="list-style-type: none"><li>1. Elect six directors to serve for a term of one year until the 2016 Annual Meeting of Stockholders;</li><li>2. Approve, on an advisory basis, compensation of our named executive officers;</li><li>3. Ratify the selection by the Audit Committee of our Board of Directors of KPMG LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2016; and</li><li>4. Consider any other business as may properly come before the Annual Meeting or any postponement or adjournment of the meeting.</li></ol>
<b>Record Date</b>	Only stockholders of record at the close of business on the record date, October 7, 2015, are entitled to receive notice of and to vote at the Annual Meeting and any adjournment of the meeting.
<b>Stock Transfer Books</b>	The stock transfer books will remain open between the record date and the date of the Annual Meeting. A complete list of stockholders entitled to vote will be available from our Secretary at our executive offices for a period of 10 days before the Annual Meeting.

Instead of mailing a printed copy of our proxy materials, including our Annual Report, to each stockholder of record, we have decided to continue to provide access to these materials in a fast and efficient manner via the Internet. This reduces the amount of paper necessary to produce these materials, as well as the costs associated with mailing these materials to all stockholders. Accordingly, on October 21, 2015, we will begin mailing a Notice Regarding Internet Availability of Proxy Materials, or the Notice, to all stockholders of record as of October 7, 2015, and have posted our proxy materials on the website referenced in the Notice ([www.proxyvote.com](http://www.proxyvote.com)). As more fully described in the Notice, all stockholders may choose to access our proxy materials on the website referred to in the Notice or may request to receive a printed set of our proxy materials. In addition, the Notice and website provide information regarding how you may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

**YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES YOU OWN. WHETHER OR NOT YOU EXPECT TO ATTEND IN PERSON, PLEASE PROMPTLY VOTE YOUR PROXY BY TELEPHONE, BY ACCESSING THE INTERNET SITE AND FOLLOWING THE INSTRUCTIONS ON THE PROXY CARD OR BY REQUESTING A PRINTED COPY OF THE PROXY MATERIALS AND MARKING, DATING, SIGNING AND RETURNING THE PROXY CARD.**

On behalf of the Board of Directors,

CHAU CHENG, *Secretary*

October 21, 2015

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**IMMUNOMEDICS, INC.**

300 The American Road

Morris Plains, New Jersey 07950

[www.immunomedics.com](http://www.immunomedics.com)

**PROXY STATEMENT 2015 ANNUAL MEETING OF STOCKHOLDERS**

This proxy statement contains information about the 2015 Annual Meeting of Stockholders of Immunomedics, Inc., a Delaware corporation, including any postponements or adjournments of the meeting. The meeting will be held at our executive offices located at 300 The American Road, Morris Plains, New Jersey 07950, on Wednesday, December 2, 2015, at 10:00 a.m., local time. In this proxy statement, we sometimes refer to Immunomedics, Inc., and our consolidated subsidiaries as Immunomedics, the Company, we or us.

We are sending you this proxy statement and related materials in connection with the solicitation of proxies by our Board of Directors.

Instead of mailing a printed copy of our proxy materials, including our Annual Report, to each stockholder of record, we have decided to continue to provide access to these materials in a fast and efficient manner via the Internet. This reduces the amount of paper necessary to produce these materials, as well as the costs associated with mailing these materials to all stockholders. Accordingly, on October 21, 2015, we will begin mailing a Notice Regarding Internet Availability of Proxy Materials, or the Notice, to all stockholders of record as of October 7, 2015, and have posted our proxy materials on the website referenced in the Notice ([www.proxyvote.com](http://www.proxyvote.com)). As more fully described in the Notice, all stockholders may choose to access our proxy materials on the website referred to in the Notice or may request to receive a printed set of our proxy materials. In addition, the Notice and website provide information regarding how you may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

Our Annual Report on Form 10-K for the fiscal year ended June 30, 2015 is available on the Internet at [www.proxyvote.com](http://www.proxyvote.com) or through the SEC's electronic data system called EDGAR at [www.sec.gov](http://www.sec.gov). To request a printed copy of our Form 10-K, which we will provide to you without charge, either write to our Investor Relations Department, Immunomedics, Inc., 300 The American Road, Morris Plains, New Jersey 07950, or e-mail Investor Relations at [investor@immunomedics.com](mailto:investor@immunomedics.com).

**YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES YOU OWN. WHETHER OR NOT YOU EXPECT TO ATTEND IN PERSON, PLEASE PROMPTLY VOTE YOUR PROXY BY TELEPHONE, BY ACCESSING THE INTERNET SITE AND FOLLOWING THE INSTRUCTIONS ON THE PROXY CARD OR BY REQUESTING A PRINTED COPY OF THE PROXY MATERIALS AND MARKING, DATING, SIGNING AND RETURNING THE PROXY CARD.**



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**VOTING PROCEDURES**

**WHO CAN VOTE?**

Each share of our common stock that you owned as of the close of business on October 7, 2015, the record date for the 2015 Annual Meeting, entitles you to one vote on each matter to be voted upon at the Annual Meeting. On the record date, there were 94,674,706 shares of Immunomedics common stock issued and 94,639,981 shares of Immunomedics common stock outstanding and entitled to vote. Accordingly, there are an aggregate of 94,639,981 votes entitled to be cast at the Meeting.

**HOW DO I VOTE?**

**If your shares are registered directly in your name, you may vote:**

**Over the Internet or by Telephone.** If you are a registered stockholder (that is, if you hold your stock directly and not in street name), you may vote by telephone or over the Internet by following the instructions included in the Notice by accessing the Internet at [www.proxyvote.com](http://www.proxyvote.com) and following the instructions contained on that website. Stockholders with shares registered directly with us may vote (i) by telephone by dialing 1-800-690-6903 (toll free from the United States, Canada and Puerto Rico) or (ii) by Internet at [www.proxyvote.com](http://www.proxyvote.com) and following the instructions contained on that website. Internet and telephone voting are available 24 hours a day. Votes submitted through the Internet or by telephone must be received by 11:59 p.m. (Eastern Time) on the day before the Annual Meeting. You must specify how you want your shares voted or your Internet or telephone vote cannot be completed and you will receive an error message. Your shares will be voted according to your instructions.

**By Mail.** If you request a printed copy of the proxy materials by mail, mark, date, sign, and return the enclosed proxy card to Broadridge. A postage prepaid envelope addressed to Broadridge will be provided with requested printed proxy materials. Your proxy will be voted according to your instructions. If you do not specify how you want your shares voted, they will be voted as recommended by our Board of Directors.

**In Person at the Meeting.** If you attend the meeting, you may vote by completing a ballot, which will be available at the meeting or, if you request a printed copy of the proxy materials, you may deliver your completed proxy card in person.

**If your shares are held in street name (held for your account by a broker or other nominee) you may vote:**

**Over the Internet or by Telephone.** You will receive instructions from your broker or other nominee if you are permitted to vote over the Internet or by telephone.

**By Mail.** You will receive instructions from your broker or other nominee explaining how to cast your vote.



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**In Person at the Meeting.** Contact the broker or other nominee who holds your shares to obtain a broker's proxy card and bring it with you to the meeting. **You will not be able to vote at the meeting unless you have a proxy from your broker issued in your name giving you the right to vote the shares.**

**HOW CAN I CHANGE MY VOTE?**

**You may revoke your proxy and change your vote at any time before the meeting.** To do this, you must do one of the following:

Vote over the Internet or by Telephone as instructed above. Only your latest Internet vote is counted.

Sign and date a new proxy and submit it as instructed above. Only your latest proxy vote is counted.

Attend the meeting and vote in person. Attending the meeting will not revoke your proxy unless you specifically request it.

**WILL MY SHARES BE VOTED IF I DO NOT RETURN MY PROXY?**

**If your shares are registered directly in your name,** your shares will not be voted if you do not vote over the Internet, by telephone or return your proxy, or attend and vote at the Annual Meeting. If you have misplaced your proxy, you may obtain another by following the instructions provided in the Notice or by accessing the Internet website at [www.proxyvote.com](http://www.proxyvote.com) and following the instructions contained on that website.

**If your shares are held in street name,** your brokerage firm, under certain circumstances, may vote your shares for you if you do not return your proxy. Brokerage firms have authority to vote customers' unvoted shares on matters that the New York Stock Exchange, or NYSE, determines to be routine. If you do not give a proxy to your brokerage firm to vote your shares, your brokerage firm may either: vote your shares on routine matters, or leave your shares unvoted. Proposal 1, the election of directors, and Proposal 2, the advisory vote on executive compensation, are not considered routine matters. Proposal 3, the ratification of the independent registered public accounting firm, is currently considered a routine matter. We therefore strongly encourage you to provide voting instructions to your brokerage firm by submitting your proxy. This ensures your shares will be voted at the meeting according to your instructions. You should receive directions from your brokerage firm about how to submit your proxy to them.

**IF I DO NOT GIVE INSTRUCTIONS TO MY BANK OR BROKER, WHAT MATTERS DOES MY BANK OR BROKER HAVE AUTHORITY TO VOTE UPON?**

Pursuant to NYSE Rule 452 and corresponding Listed Company Manual Section 402.08, discretionary voting by brokers of shares held by their customers in street name is prohibited. If you do not give instructions to your bank or broker within ten days of the Annual Meeting, it may vote on matters that the NYSE determines to be

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routine, but will not be permitted to vote your shares with respect to non-routine items. Under the NYSE rules, the ratification of the independent registered public accounting firm is a routine matter, while the election of our directors and approval of the compensation of our named executive officers are non-routine matters. When a bank or broker has not received instructions from the beneficial owners or persons entitled to vote and the bank or broker cannot vote on a particular matter because it is not routine, then there is a broker non-vote on that matter. Broker non-votes will be counted in determining whether there is a quorum for the Annual Meeting. **As a result, we strongly encourage you to submit your voting instructions and exercise your right to vote as a stockholder.**

**WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE PROXY CARD?**

It means that you have more than one account, which may be at the transfer agent, with stockbrokers or otherwise. Please vote over the Internet, or complete and return all proxies for each account to ensure that all of your shares are voted.

**HOW MANY SHARES MUST BE PRESENT TO HOLD THE MEETING?**

A majority of our outstanding shares of common stock as of the record date must be present at the meeting to hold the meeting and conduct business. This is called a quorum. Shares are counted as present at the meeting if the stockholder votes over the Internet or telephone, completes and submits a proxy or is present in person at the meeting. Shares that are present that vote to abstain or do not vote on one or more of the matters to be voted upon are counted as present for establishing a quorum. If a quorum is not present, we expect that the meeting will be adjourned until we obtain a quorum.

**WHAT VOTE IS REQUIRED TO APPROVE EACH MATTER AND HOW ARE VOTES COUNTED?**

**Proposal 1 Election of Directors.**

To elect each director nominee, if a quorum is present or represented by proxy at the meeting, stockholders holding a majority of Immunomedics common stock present or represented by proxy at the meeting and voting on the matter must vote FOR the director. If your broker holds your shares in street name, and if you do not vote your shares, your brokerage firm does not have the authority to vote your unvoted shares held by the firm since such matter is not considered routine. When a bank or broker has not received instructions from the beneficial owners or persons entitled to vote and the bank or broker cannot vote on a particular matter because it is not routine, then there is a broker non-vote on that matter. Broker non-votes do not count as votes **FOR** or **AGAINST** any nominee, but will be counted in determining whether there is a quorum for the Annual Meeting. You may vote FOR any one or more of the nominees, AGAINST any one or more of the nominees or ABSTAIN from voting FOR or AGAINST any one or more of the nominees. Abstentions and broker

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non-votes will not be considered as votes cast for or against any nominee, and will therefore have no effect on the outcome of the vote.

**Proposal 2 Advisory Vote to Approve Compensation of our Named Executive Officers.**

To approve Proposal 2, if a quorum is present or represented by proxy at the meeting, stockholders holding a majority of Immunomedics common stock present or represented by proxy at the meeting and voting on the matter must vote FOR the proposal. This vote is advisory in nature and is not binding on, nor does it overrule, any decisions of the Company, the Board or the Compensation Committee. In the event that a majority of the votes cast are against this proposal, however, the Board and the Compensation Committee will carefully consider the outcome of the vote and the reasons therefore when making future decisions on the compensation of our named executive officers. Abstentions and broker non-votes will have no effect on the outcome of the vote, as they will not be counted as votes cast.

**Proposal 3 Ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2016.**

To approve Proposal 3, if a quorum is present or represented by proxy at the meeting, stockholders holding a majority of Immunomedics common stock present or represented by proxy at the meeting and voting on the matter must vote FOR the proposal. Abstentions will have no effect on the outcome of the vote, as they will not be counted as votes cast. As Proposal 3 is a routine matter, broker non-votes will not occur with respect to this proposal.

The inspector of election appointed for the 2015 Annual Meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes, will tabulate all votes.

**HOW DOES THE BOARD OF DIRECTORS RECOMMEND THAT I VOTE?**

Our Board of Directors recommends that you vote:

**FOR Proposal 1 elect our six nominees to the Board of Directors for a one-year term ending at the 2016 Annual Meeting of Stockholders or such time as their respective successors are duly elected and qualified;**

**FOR Proposal 2 advisory vote to approve the compensation of our named executive officers; and**

**FOR Proposal 3 ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2016.**



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**ARE THERE OTHER MATTERS TO BE VOTED ON AT THE MEETING?** We do not know of any other matters that may come before the Annual Meeting other than the election of directors and ratification of the independent registered public accounting firm. If any other matters are properly presented to the meeting, the persons named in the accompanying proxy intend to vote, or otherwise act, in accordance with their judgment.

**WHERE DO I FIND THE VOTING RESULTS OF THE MEETING?** We intend to announce preliminary voting results at the Annual Meeting. We will publish final results in a current report on Form 8-K, which will be filed with the Securities and Exchange Commission, or SEC, no later than four business days following the Annual Meeting. To request a printed copy of our filings with the SEC, please write to Investor Relations, Immunomedics, Inc., 300 The American Road, Morris Plains, New Jersey 07950, or e-mail Investor Relations at [investor@immunomedics.com](mailto:investor@immunomedics.com). You will also be able to find a copy on the Internet through our website at [www.immunomedics.com](http://www.immunomedics.com) or through the SEC's electronic data system called EDGAR at [www.sec.gov](http://www.sec.gov). Our website is not part of this proxy statement; references to our website address in this proxy statement are intended to be inactive textual references only.

**WHO WILL PAY THE COSTS OF SOLICITING THESE PROXIES?** We will pay the costs of soliciting proxies. In addition to the mailing of these proxy materials, our directors, officers and employees may solicit proxies by telephone, e-mail and in person, without additional compensation. Upon request, we will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for distributing proxy materials to stockholders.

**HOW CAN I RECEIVE FUTURE PROXY STATEMENTS AND ANNUAL REPORTS OVER THE INTERNET?** As permitted by the rules adopted by the SEC, instead of mailing a printed copy of our proxy materials, including our Annual Report, to each stockholder of record, we have decided to continue to provide access to these materials in a fast and efficient manner via the Internet. This reduces the amount of paper necessary to produce these materials, as well as the costs associated with mailing these materials to all stockholders. Accordingly, on October 21, 2015, we will begin mailing a Notice to all stockholders of record as of October 7, 2015, and have posted our proxy materials on the website referenced in the Notice ([www.proxyvote.com](http://www.proxyvote.com)). As more fully described in the Notice, all stockholders may choose to access our proxy materials on the website referred to in the Notice or may request to receive a printed set of our proxy materials. In addition, the Notice and website provide information regarding how you may request to receive proxy materials in printed form by mail or electronically by email on an

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ongoing basis. Your election to receive proxy materials by mail or email will remain in effect until you terminate it. This proxy statement and our Annual Report on Form 10-K for the fiscal year ended June 30, 2015, are also available on the Internet site at [www.proxyvote.com](http://www.proxyvote.com). If your shares are held through a broker or other nominee, you should check the information provided by them for instructions on how to elect to view future proxy statements and annual reports over the Internet.

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**PROPOSAL 1 ELECTION OF DIRECTORS**

*The Board of Directors has nominated six people to serve as members of the Board of Directors until the 2016 Annual Meeting of Stockholders. Each nominee currently serves as a member of the Board of Directors and, other than Mr. Arthur S. Kirsch, each has previously been elected by our stockholders.*

*The Board of Directors recommends a vote FOR each of the nominees named below.*

Our Board of Directors, upon the recommendation of our Governance and Nominating Committee, voted to nominate Dr. David M. Goldenberg, Ms. Cynthia L. Sullivan, Mr. Arthur S. Kirsch, Mr. Brian A. Markison, Ms. Mary E. Paetzold and Mr. Don C. Stark for election at the 2015 Annual Meeting of Stockholders to serve until the 2016 Annual Meeting of Stockholders, or such later date as their respective successors have been duly elected and qualified, or until their earlier death, resignation or removal. Set forth below are their ages as of October 1, 2015, their offices with us, if any, their principal occupations or employment for the past five years, the length of their tenure as directors, and the names of other public companies in which they serve or served as a member of the Board of Directors. The persons named in the enclosed proxy will vote to elect as directors the six nominees listed below, unless you indicate on the proxy that your vote should be withheld from, or that you wish to vote against, any or all of these nominees. All of the nominees have indicated their willingness to serve, if elected, but if any of them should be unable or unwilling to serve, proxies may be voted for a substitute nominee designated by the Board of Directors, unless the Board of Directors chooses to reduce the number of directors serving on the Board of Directors.

**NOMINEES FOR DIRECTORS**

**Dr. David M. Goldenberg**

**Age:** 77

**Director since:** 1982

**Principal occupation:** Chairman of the Board of Directors and Chief Scientific Officer and Chief Patent Officer, Immunomedics, Inc.

**Prior business experience:**

Founded Immunomedics in 1982.

Chief Executive Officer from July 1982 through July 1992; February 1994 through May 1998; and July 1999 through March 2001.

Chief Strategic Officer from July 2003 through June 2007.

Chief Scientific Officer from March 2001 through June 2003 and from July 2007 to present.

Chief Medical Officer from July 2007 to December 2014.

Chief Patent Officer from August 2015 to present.

Currently serves as the Chairman of the Board of IBC Pharmaceuticals, Inc., a majority-owned subsidiary of the Company.

Served as the President and Trustee of the Center for Molecular Medicine and Immunology, an independent, non-profit research center from September 1983 to June 2015.

Served as the President and Chief Executive Officer of the Garden State Cancer Center, a subsidiary of the Center for Molecular Medicine and Immunology, and a Trustee of the Garden State Cancer Center Foundation from July 1990 to June 2015.

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**Cynthia L. Sullivan**

**Age:** 60

**Director since:** 2001

**Principal occupation:** President and Chief Executive Officer, Immunomedics, Inc.

**Prior business experience:**

Joined Immunomedics in 1985.

President and Chief Executive Officer since March 2001.

Previously served as President from December 2000 to March 2001; and as Executive Vice President and Chief Operating Officer from June 1999 to December 2000.

Concurrently serves as President of IBC Pharmaceuticals, Inc., a majority-owned subsidiary of the Company.

**Arthur S. Kirsch**

**Age:** 63

**Director since:** 2015

**Principal occupation:** Senior Advisor, GCA Savvian, LLC (formerly Perseus Group, LLC), an investment bank, since June 2005.

**Prior business experience:**

Founding member and Managing Director of Vector Securities, LLC, an investment and merchant banking firm, from 2001 to May 2005.

Managing Director and Head of Healthcare Research and Capital Markets of Prudential Vector Healthcare Group, a unit of Prudential Securities, Inc., a full-service brokerage firm, from 1999 to 2001.

Director, Equity Research of Vector Securities International, Inc., an investment banking firm, from 1995 to 1999.

**Public company directorships:** Chairman of the Board of POZEN Inc., a specialty pharmaceutical company, since June 1, 2015, where he has served as a Director since 2004 and currently serves as the Chairman of the Audit Committee and as Head of the Strategic Transaction Committee.

**Brian A. Markison**

**Age:** 56

**Director since:** 2004

**Principal occupation:** Healthcare Industry Executive at Avista Capital Partners, a leading private equity firm, since September 2012.

**Prior business experience:**

President and Chief Executive Officer of Fougera Pharmaceuticals, from July 2011 to July 2012.

**Compensation Committee**

President and Chief Executive Officer of King Pharmaceuticals, Inc., from 2004 to 2011.

**Governance and Nominating Committee**

**Research & Development Committee**

Previously served as President of Bristol-Myers Squibb's Oncology, Virology and Oncology Therapeutics Network Businesses from 2002 until 2004.

**Lead Independent Director**

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From 1999 to 2001, Mr. Markison served in various positions, including President, Bristol-Myers Squibb's Oncology, Virology and Oncology Therapeutics Network; Senior Vice President, Licensing and External Development.

**Public company directorships:** Chairman of the Board of Directors for Lantheus Medical Imaging, Inc., a global leader in developing, manufacturing and distributing innovative diagnostic imaging agents,

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since 2012, and Rosetta Genomics, Ltd., a leading developer of microRNA-based molecular diagnostics, since April 2011. Member of the Board of Directors for Alere Inc., a global leader in enabling individuals to take charge of their health at home through the merger of rapid diagnostics and health information solutions, since 2013, and PharmAthene, Inc., a biodefense company developing medical countermeasures against biological and chemical threats, since September 2011. From July 2011 to July 2012, served on the Board of Directors of Fougere Pharmaceuticals, a company created from the acquisition of Nycomed A/S by Takeda Pharmaceuticals, (which was acquired by Novartis AG, effective July 23, 2012). From December 2006 to February 2011 served as Chairman of the Board of Directors of King Pharmaceuticals, Inc., a vertically integrated pharmaceutical company engaged in the development, manufacturing, marketing and sales of branded prescription pharmaceutical products (which was acquired by Pfizer Inc., effective February 28, 2011).

**Mary E. Paetzold**

**Principal occupation:** Chief Financial Officer of SMG Indium Resources Ltd., since July 2011.

**Age:** 66

**Prior business experience:**

**Director since:** 2001

Adjunct Professor, Cameron School of Business, University of North Carolina Wilmington from 2008 to 2009.

**Audit Committee**

Vice President, Chief Financial Officer, Secretary, and Treasurer of Ecogen, Inc., from 1994 to 2000, member of the Ecogen Board of Directors from 1996 to 1997.

**Compensation Committee**

**Governance and Nominating Committee**

Served as audit partner, and as SEC reviewing partner, at KPMG LLP, an independent registered public accounting firm, prior to 1994.

**Public company directorships:** From February 2003 to July 2011 served as a member of the Board of Directors and Chair of the Audit Committee of Orthovita, Inc., a specialty spine and orthopedic company with orthobiologic and biosurgery products (which was acquired by Stryker Corporation, effective June 27, 2011).

**Don C. Stark**

**Principal occupation:** Chief Executive Officer and President of Whistler Associates, Inc., a marketing and strategic planning consulting firm for companies focused on oncology, since 1996.

**Age:** 61

**Prior business experience:**

**Director since:** 2005

From 2002 to 2012, he served as partner and member of the Board of Directors of Strategic Answers, Inc., a strategic planning consulting firm.

**Audit Committee**

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**Governance and Nominating Committee**

From 1980 to 1995, Mr. Stark served in various market research, marketing and business development positions at Bristol-Myers Squibb Oncology Division, Immunex and Repligen, all in the fields of oncology and immunology.

**Research and Development Committee**

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The following director is not standing for re-election at the 2015 Annual Meeting of Stockholders

**Richard L. Sherman**

**Principal occupation:** Senior Vice President, Strategic Transactions and General Counsel of TetraLogic Pharmaceuticals Corporation, a publicly traded biopharmaceutical company, since 2012.

**Age:** 68

**Prior business experience:**

**Director since:** 2013

Prior to joining TetraLogic, Mr. Sherman provided consulting services to TetraLogic as Vice President, Strategic Partnering and Transactions at Malvern Consulting Group.

**Audit Committee**

From 1992 to 2001, he was founder and managing officer of QED Technologies, Inc., a life science business consulting firm purchased in 1999 by The Omnicom Group.

**Compensation Committee**

**Governance and Nominating Committee**

From 1990 to 1992, Mr. Sherman was a partner in the law firm of Pepper Hamilton LLP.

From 1976 through 1989, he served as Deputy General Counsel of SmithKline Beckman Corporation (now GlaxoSmithKline).

**Vote Required and Board Recommendation**

If a quorum is present, the election of each nominee requires the affirmative vote of a majority of the votes cast at the Annual Meeting for each nominee. Abstentions and broker non-votes will not be considered as votes cast for or against any nominee, and will therefore have no effect on the outcome of the vote.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE PROPOSAL TO ELECT EACH OF OUR SIX NOMINEES TO THE BOARD OF DIRECTORS FOR A ONE-YEAR TERM UNTIL THE 2016 ANNUAL MEETING OF STOCKHOLDERS.**

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**PROPOSAL 2 ADVISORY (NON-BINDING) VOTE TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (SAY-ON-PAY)**

The Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, requires that our stockholders have the opportunity to cast an advisory (non-binding) vote on executive compensation at the Annual Meeting, commonly referred to as a Say-on-Pay vote.

The advisory vote on executive compensation is a non-binding vote on the compensation of our named executive officers, as described in the Compensation Discussion and Analysis section, the tabular disclosure regarding such compensation, and the accompanying narrative disclosure, set forth in this proxy statement. Please read the *Compensation Discussion and Analysis* section starting on page 31 of this proxy statement for a detailed discussion about our executive compensation programs, including information about the fiscal 2015 compensation of our named executive officers.

The advisory vote on executive compensation is not a vote on our general compensation policies, the compensation of our Board of Directors, or our compensation policies as they relate to risk management. The Dodd-Frank Act requires that we hold the advisory vote on executive compensation at least once every three years. At the 2011 Annual Meeting of Stockholders, the Company's stockholders recommended, on an advisory basis, that the frequency of the stockholder vote on the compensation of our named executive officers occur every year. As such, the next advisory vote to approve compensation of our named executive officers will be conducted at our 2016 Annual Meeting of Stockholders.

The Compensation Committee of our Board of Directors oversees and administers our executive compensation program, including the evaluation and approval of compensation plans, policies and programs offered to our named executive officers. The Compensation Committee has designed the executive compensation program for our named executive officers to meet the following objectives:

Ensure executive compensation is aligned with our corporate strategies and business objectives.

Reinforce the importance of meeting and exceeding identifiable and measurable goals through superior awards for superior performance.

Provide total direct compensation that is competitive in markets in which we compete for management talent in order to attract, retain and motivate the best possible executive talent.

Provide an incentive for long-term continued employment with our Company.

Reinforce our desired culture and unique corporate environment by fostering a sense of ownership, urgency and overall entrepreneurial spirit.

The vote solicited by this Proposal No. 2 is advisory, and therefore is not binding on the Company, our Board of Directors or our Compensation Committee. The outcome of the vote will not require the Company, our Board of Directors or our Compensation Committee to take any action, and will not be construed as overruling any decision by the Company or the Board of Directors.

Furthermore, because this non-binding, advisory resolution primarily relates to the compensation of our named executive officers that has already been paid or contractually committed, there is generally no opportunity for us to revisit these decisions. However, our Board of Directors, including our Compensation Committee, values the opinions of our stockholders and, to the extent there is any significant vote against the executive officer compensation as disclosed in this proxy statement, we will consider our stockholders' concerns and evaluate what actions, if any, may be appropriate to address those concerns.

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Stockholders will be asked at the 2015 Annual Meeting to approve the following resolution pursuant to this Proposal No. 2:

RESOLVED, that the stockholders of Immunomedics, Inc. approve, on an advisory basis, the compensation of the Company's named executive officers, disclosed pursuant to Item 402 of Regulation S-K in the Company's definitive proxy statement for the 2015 Annual Meeting.

Approval of this resolution requires the affirmative vote of a majority of the shares of Immunomedics' common stock voted at the 2015 Annual Meeting. Abstentions and broker non-votes will not be counted and, accordingly, will have no effect on the outcome of the vote on this proposal.

**Vote Required and Board Recommendation**

If a quorum is present, approval of the compensation of our named executive officers requires the affirmative vote of a majority of the votes cast at the Annual Meeting. Abstentions and broker non-votes will not be considered as votes cast for or against the proposal and will therefore have no effect on the outcome of the vote.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE APPROVAL OF COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.**



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**PROPOSAL 3 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee, with the approval of the Board of Directors, has selected the firm of KPMG LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2016. KPMG LLP has been engaged by us to audit our consolidated financial statements since September 2013. KPMG LLP has advised our Audit Committee that it is independent of us within the meaning of Rule 2-01 of SEC Regulation S-X, as amended.

A description of the services provided by KPMG LLP, and the fees we paid for such services, can be found under the heading *Fees of Our Independent Registered Public Accounting Firm* on page 57 of this proxy statement.

On September 30, 2013, we dismissed Ernst & Young LLP as the Company's independent registered public accounting firm. The Company, also on September 30, 2013, engaged KPMG LLP as the Company's new independent registered public accounting firm. The decision to dismiss Ernst & Young LLP and engage KPMG LLP was made at the direction of the audit committee of the Company's board of directors.

The report of Ernst & Young LLP on the consolidated financial statements of the Company for the fiscal year ended 2013 did not contain an adverse opinion or a disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

The report of Ernst & Young LLP on the effectiveness of internal control over financial reporting as of June 30, 2013 contained an adverse opinion on our internal control over financial reporting due to the effect of a material weakness in the Company's internal controls over financial reporting related to the measurement of clinical trial accrued liabilities and related expense including the accuracy of information used in the measurement of services on an as incurred basis. This material weakness was reported as remediated as of June 30, 2014 in the Annual Report on Form 10-K for the fiscal year ended June 30, 2014. Our disclosures on the effectiveness of our internal controls in Item 9A of our Annual Reports on Form 10-K for the fiscal year ended June 30, 2014 and Form 10-K/A for the fiscal year ended June 30, 2013 and Item 4 of our quarterly reports on Form 10-Q or Form 10-Q/A for the quarters ended September 30, 2013, December 31, 2013, and March 31, 2014 address the material weakness.

During the Company's fiscal year ended 2013 and through September 30, 2013, the Company did not have any disagreement with Ernst & Young LLP on any matter of accounting principle or practice, financial statement disclosure or auditing scope or procedure which, if not resolved to the satisfaction of Ernst & Young LLP, would have caused it to make reference to the matter in connection with its report on the Company's financial statements for the relevant year.

In connection with Ernst & Young LLP's audit of the Company's financial statements for the fiscal years ended June 30, 2013 and 2012 and subsequent interim period through September 30, 2013, there was a reportable event (as defined in Item 304(a)(1)(v) of Regulation S-K) related to a material weakness in the Company's internal control over financial reporting as disclosed in the Company's Form 10-K/A for the fiscal year ended June 30, 2013 (the 2013 Form 10-K/A). As disclosed in the 2013 Form 10-K/A, the Company's management concluded that as of June 30, 2013 the Company's internal control over financial reporting was not effective because of the existence of a material weakness related to the measurement of clinical trial accrued liabilities and related expense including the accuracy of information used in the measurement of services on an as incurred basis. Ernst & Young LLP audit report dated August 22, 2013, except for the effects of the material weakness described above, as to which the date is March 18, 2014 with respect to the Company's internal control over financial reporting as of June 30, 2013 opined that the Company did not maintain effective internal control over financial reporting as of June 30, 2013 because of this material weakness. The subject matter of this material weakness was discussed by the Company's management and the Audit Committee with Ernst & Young LLP.

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During the Company's fiscal year ended 2015 and through September 30, 2015, neither the Company nor anyone acting on its behalf consulted with KPMG LLP regarding any of the matters specified in Item 304(a)(2) of Regulation S-K.

The affirmative vote of a majority of the shares voted at the 2015 Annual Meeting is required to ratify the appointment of our independent registered public accounting firm. In the event the stockholders do not ratify KPMG LLP as our independent registered public accounting firm, the Audit Committee will reconsider its appointment.

A representative of KPMG LLP is expected to be present at our Annual Meeting. This representative will have an opportunity to make a statement, if he or she desires to do so, and will be available to respond to appropriate questions.

**Vote Required and Board Recommendation**

If a quorum is present, ratification of KPMG LLP as our independent registered public accounting firm requires the affirmative vote of a majority of the votes cast at the Annual Meeting. Abstentions will not be considered as votes cast for or against the proposal and will therefore have no effect on the outcome of the vote. As this proposal is deemed a routine matter, broker non-votes will not occur with respect to this proposal.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2016.**

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The following table sets forth certain information with respect to the beneficial ownership of our common stock as of October 7, 2015 for: (i) the executive officers named in the *Summary Compensation Table* on page 42 of this proxy statement; (ii) each of our directors and director nominees; (iii) all of our current directors and executive officers as a group; and (iv) each stockholder known by us to own beneficially more than five percent (5%) of our common stock. Beneficial ownership is determined in accordance with the rules of the SEC, and includes voting or investment power with respect to the securities.

The SEC deems shares of common stock that may be acquired by an individual or group within 60 days of October 7, 2015 pursuant to the exercise of options, warrants or other convertible securities to be outstanding for the purpose of computing the percentage ownership of such individual or group, but such securities are not deemed to be outstanding for the purpose of computing the percentage ownership of any other stockholder shown in the table. Except as indicated in footnotes to this table, we believe that the stockholders named in this table have sole voting and investment power with respect to all shares of common stock shown to be beneficially owned by them based on information provided to us by these stockholders. Percentage ownership is based on 94,716,937 shares of common stock outstanding on October 7, 2015.

<b>Name of beneficial owner**</b>	<b>Number of shares</b>	<b>Percentage of common stock</b>
Dr. David M. Goldenberg(1)	7,612,438	7.9%
Cynthia L. Sullivan(2)	7,674,648	8.0%
Arthur S. Kirsch(3)	22,500	*
Brian A. Markison(4)	214,651	*
Mary E. Paetzold(5)	185,890	*
Richard L. Sherman(6)	77,784	*
Don C. Stark(7)	170,602	*
Peter P. Pfreunds Schuh(8)	62,966	*
All Directors and Executive Officers as a group (8 persons)(9)	8,561,670	8.8%
FMR LLC(10) 245 Summer Street  Boston, MA 02210	14,019,669	14.8%
BlackRock, Inc.(11) 55 East 52nd Street  New York, NY 10022	6,671,717	7.0%

\* Represents beneficial ownership of less than 1% of our outstanding shares of common stock.

\*\* Except as noted, the address of each of person listed in the above table is c/o Immunomedics, Inc., 300 The American Road, Morris Plains, New Jersey 07950. All information in the table is based upon reports filed with the SEC or upon the 2015 Questionnaire for Directors, Officers and Five Percent Stockholders submitted to us in connection with the preparation of this proxy statement.

(1) Consists of (i) 2,498,106 shares held by Dr. Goldenberg; (ii) 404,188 shares held by Ms. Sullivan, Dr. Goldenberg's wife; (iii) 190,000 shares held jointly by Dr. Goldenberg and Ms. Sullivan; (iv) 421,334 shares held by Dr. Goldenberg as beneficial owner of three grantor retained annuity trusts; (v) 2,002,171 shares held by the David M. Goldenberg Millennium Trust; (vi) 34,725 shares held by our majority-owned subsidiary, IBC Pharmaceuticals, Inc., of which Dr. Goldenberg is a director; (vii) 11,200 shares as to which Ms. Sullivan has voting or dispositive power as custodian of her children or as trustee for a trust for their benefit; (viii) 952,029 shares subject to stock options granted to Dr. Goldenberg which are exercisable currently or within 60 days of October 7, 2015; (ix) 696,604 shares subject to stock options granted to Ms. Sullivan which are exercisable currently or within 60 days of October 7, 2015; (x) 152,629 shares as to which Dr. Goldenberg has sole voting power pursuant to an agreement with Hildegard Gruenbaum Katz (his former wife); and (xi) 249,452 shares held by David M. Goldenberg Dynasty Trust. Dr. Goldenberg disclaims beneficial ownership with respect to an aggregate of 3,550,969 shares as listed in items (ii), (v), (vi), (vii), (ix), (x) and (xi) of the previous sentence.

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- (2) Consists of (i) 404,188 shares held by Ms. Sullivan; (ii) 2,498,106 shares held by Dr. Goldenberg, Ms. Sullivan's husband; (iii) 190,000 shares held jointly by Dr. Goldenberg and Ms. Sullivan; (iv) 421,334 shares held as a trustee of three grantor retained annuity trusts for the benefit of Dr. Goldenberg; (v) 2,002,171 shares held by the David M. Goldenberg Millennium Trust; (vi) 34,725 shares held by IBC Pharmaceuticals, Inc., of which Ms. Sullivan is President; (vii) 11,200 shares to which Ms. Sullivan has voting or dispositive power as custodian of her children or as trustee for a trust for their benefit; (viii) 952,029 shares subject to stock options granted to Dr. Goldenberg which are exercisable currently or within 60 days of October 7, 2015; (ix) 696,604 shares subject to stock options granted to Ms. Sullivan which are exercisable currently or within 60 days of October 7, 2015; (x) 214,839 shares held as trustee of Escalon Foundation; and (xi) 249,452 shares held by David M. Goldenberg Dynasty Trust. Ms. Sullivan disclaims beneficial ownership with respect to an aggregate of 4,381,685 shares as listed in items (ii), (iv), (vi), (vii), (viii), (x) and (xi) of the previous sentence.
- (3) Consists of 22,500 shares that are subject to stock options exercisable currently or within 60 days of October 7, 2015.
- (4) Consists of 64,499 shares held directly by Mr. Markison, 150,152 shares subject to stock options exercisable currently or within 60 days of October 7, 2015, and 10,664 restricted stock units which will vest within 60 days of October 7, 2015.
- (5) Consists of 52,438 shares held directly by Ms. Paetzold, 3,300 shares held in her individual retirement account, 130,152 shares subject to stock options exercisable currently or within 60 days of October 7, 2015, and 10,664 restricted stock units which will vest within 60 days of October 7, 2015.
- (6) Consists of 5,732 shares held directly by Mr. Sherman, 72,052 shares subject to stock options exercisable currently or within 60 days of October 7, 2015, and 10,664 restricted stock units which will vest within 60 days of October 7, 2015.
- (7) Consists of 40,450 shares held directly by Mr. Stark, 130,152 shares subject to stock options exercisable currently or within 60 days of October 7, 2015, and 10,664 restricted stock units which will vest within 60 days of October 7, 2015.
- (8) Consists of 2,505 shares held directly by Mr. Pfreundschuh and 60,461 shares subject to stock options exercisable currently or within 60 days of October 7, 2015.
- (9) See Notes 1-8 above regarding shares subject to stock options exercisable currently or within 60 days of October 7, 2015 and restricted stock units which will vest within 60 days of October 7, 2015.
- (10) This information is based solely on a Form 13F report by FMR, LLC for the quarter ended June 30, 2015. FMR LLC, an investment company registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 14,019,669 shares or 14.8% of the Common Stock outstanding of Immunomedics, Inc., as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940. Edward C. Johnson 3d, Abigail P. Johnson, FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 14,019,669 shares owned by the Funds. Neither FMR LLC nor Edward C. Johnson 3rd, Chairman of FMR LLC, nor Abigail P. Johnson, Vice Chairman, Chief Executive Officer and President of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.
- (11) This information is based solely on a Form 13F report by BlackRock Institutional Trust Company, N.A. and BlackRock Fund Advisors for the quarter ended June 30, 2015. BlackRock Institutional Trust Company, N.A. and BlackRock Fund Advisors are the beneficial owners of 2,922,701 shares and 3,749,016 shares, respectively, of the Common Stock outstanding of Immunomedics, Inc. In aggregate, the two companies are the beneficial owners of 7.0% of the Common Stock outstanding of Immunomedics, Inc. BlackRock Institutional Trust Company, N.A. and BlackRock Fund Advisors are institutional investment managers subject to Section 13(f) of the Securities Exchange Act of 1934 and the rules promulgated thereunder. BlackRock Institutional Trust Company, N.A. and BlackRock Fund Advisors are subsidiaries of BlackRock, Inc. The securities positions reported by BlackRock Institutional Trust Company, N.A., and BlackRock Fund Advisors are also being reported on behalf of BlackRock, Inc. However, BlackRock, Inc. does not exercise, and therefore disclaims investment discretion, with respect to

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any Section 13(f) securities positions over which BlackRock Institutional Trust Company, N.A. and BlackRock Fund Advisors exercise discretion. Prior to a name change which was effective 12/01/2009, BlackRock Institutional Trust Company, N.A. and BlackRock Fund Advisors reported for 13F purposes as Barclays Global Investors N.A. and Barclays Global Fund Advisors, respectively.

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**OUR CORPORATE GOVERNANCE**

**Our Commitment to High Corporate Governance Standards**

We believe that in order for Immunomedics to achieve real business success while also creating value for our stockholders, it is essential that we maintain a commitment to excellence in corporate governance and an environment of the highest ethical standards. Our Board of Directors is committed to high governance standards and to continually work to improve them. During the past year, we have reviewed our corporate governance practices. We also reviewed with our legal counsel and other professional advisors the rules of the SEC, as well as other proposed SEC rules and regulations and listing requirements of the NASDAQ Global Market. We have also compared our governance practices against those identified as best practices by various authorities and other public companies.

**Role of Our Board of Directors**

Our Board of Directors currently consists of seven members, although we regularly seek additional qualified candidates to consider joining the Board of Directors. Effective August 17, 2015, our Governance and Nominating Committee recommended, and the members of the Board of Directors approved, after review of the experience and credentials of Mr. Arthur S. Kirsch, the election of Mr. Kirsch to our Board of Directors. On August 17, 2015, our Board of Directors appointed Mr. Kirsch as a member of the Board of Directors to serve until the 2015 Annual Meeting of Stockholders. Mr. Richard L. Sherman is not standing for reelection at the Company's 2015 Annual Meeting. The Board shall consist of six members immediately following the 2015 Annual Meeting of Stockholders.

The Board of Directors monitors overall corporate performance and the integrity of our financial controls and legal compliance procedures. It appoints senior management and oversees succession planning and senior management's performance and compensation. The Board of Directors oversees Immunomedics' long and short term strategic and business planning, and conducts a year-long process that culminates in the review and approval by our Board of Directors each year of a business plan, a capital expenditures budget and other key financial and business objectives.

Members of the Board of Directors keep informed about our business and operations through discussions with the Chairman and other members of our senior management team, by reviewing materials provided to them on a regular basis as well as in preparation for Board of Directors and committee meetings, and by actively participating in meetings of the Board of Directors and its committees. We regularly review key portions of our business with the Board of Directors, including our clinical and pre-clinical development programs. We also make it a practice to introduce our senior executives to the Board of Directors so that the Board of Directors can become familiar with our key talent.

In fiscal 2015, the Board of Directors met seven times. Each director attended at least 75% of the total number of meetings of the Board of Directors and all committees of the Board on which such director served, during the periods during which such director served.

Directors are encouraged, but are not required, to attend our Annual Meeting of Stockholders. Dr. Goldenberg, Ms. Sullivan, Mr. Markison, Ms. Paetzold and Mr. Sherman attended the Company's 2014 Annual Meeting of Stockholders.

**Director Experience, Qualifications, Attributes and Skills**

We believe that the backgrounds and qualifications of our directors and director nominees, considered as a group, provide a broad mix of experience, knowledge and abilities that will allow the Board of Directors to fulfill its responsibilities. Our Board of Directors is composed of a diverse group of leaders in their respective fields. Many of the current directors have leadership experience at major domestic and international companies with operations inside and outside the United States, as well as experience serving on other companies' boards, which provides an understanding of different business processes, challenges and strategies facing boards and other companies. Certain of our directors have experience as senior management of pharmaceutical and biotechnology

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companies which brings unique perspectives to the Board of Directors. Further, our directors also have other experience that makes them valuable members, such as prior experience with financing transactions or mergers and acquisitions that provides insight into issues faced by companies.

The following highlights the specific experiences, qualifications, attributes and skills of our individual directors, or director nominees, that have led our Governance and Nominating Committee to conclude that these individuals should serve on our Board of Directors:

**Arthur S. Kirsch**, has over 30 years of experience working in the equity capital markets and has extensive knowledge of the healthcare and life sciences field. Currently a Senior Advisor with the investment bank, GCA Savvian, LLC, Mr. Kirsch also serves on the Board of Directors for POZEN Inc. and PhysioSonics, Inc.

**Brian A. Markison**, our lead independent director who brings extensive research and development, manufacturing and sales experience in the pharmaceuticals and life sciences industries, is a Healthcare Industry Executive at Avista Capital Partners, a leading private equity firm. Previously, he served as President, Chief Executive Officer and a member of the Board of Directors of Fougera Pharmaceuticals Inc. Mr. Markison also serves as the Chairman of the Board of Directors for Lantheus Medical Imaging Inc. and Rosetta Genomics, Ltd., and as a Director for Alere Inc. and PharmAthene, Inc.

**Mary E. Paetzold**, has over 35 years of experience in accounting, internal controls and finance functions. Ms. Paetzold was a former partner of KPMG, LLP and is Chief Financial Officer of SMG Indium Resources Ltd.

**Richard L. Sherman**, has nearly 40 years of experience as a licensing executive, attorney, consultant, and venture capitalist in the biotechnology and pharmaceutical industries, and is Senior Vice President, Strategic Transactions and General Counsel of TetraLogic Pharmaceuticals Corporation.

**Don C. Stark**, brings extensive expertise in the fields of oncology and immunology both in marketing and sales through his experience with Bristol-Myers Squibb, Immunex, Repligen and most recently through his position as President and Chief Executive Officer of Whistler Associates, Inc., a marketing and strategic planning consulting firm focused on the field of oncology.

**Cynthia L. Sullivan**, our President and Chief Executive Officer, has over 25 years of biopharmaceutical research and development experience in the fields of oncology and immunology. Additionally, Ms. Sullivan brings extensive public company experience through her past director positions with Urigen Pharmaceuticals, Inc. and Digene Corp. Ms. Sullivan currently serves as a member of Board of Trustees for the HealthCare Institute of New Jersey, a trade association for the research-based pharmaceutical and medical technology industry in New Jersey.

**Dr. David M. Goldenberg**, our founder, Chairman of the Board of Directors, Chief Scientific Officer and Chief Patent Officer, brings over 40 years of research and development experience in the fields of oncology and immunology. Dr. Goldenberg, a pioneer in the development of radiolabeled antibodies for various applications in the detection, diagnosis and therapy of cancer, has received numerous professional awards and recognition from scientific bodies in the United States and around the world.

### **Board Leadership Structure and Role in Risk Oversight**

Our Board of Directors evaluates its leadership structure and role in risk oversight on an ongoing basis. Since March 2001, our leadership structure has divided the role of Chairman of the Board of Directors and the role of the President and Chief Executive Officer into two positions. Currently, Dr. David M. Goldenberg, our founder, serves as Chairman of the Board, Chief Scientific Officer and Chief Patent Officer, while Cynthia L. Sullivan serves as our President and Chief Executive Officer. Dr. Goldenberg and Ms. Sullivan are married to each other. Since 2009, our Board of Directors has also designated a lead independent director who acts as the

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leader of the independent directors of the Board of Directors and as chairperson of the executive sessions of our independent directors, serves as a non-exclusive intermediary between the independent directors and management, including our Chairman of the Board of Directors and President and Chief Executive Officer, provides input to the Chairman in planning agenda for meetings and facilitates discussions among the independent directors as appropriate between Board meetings. Currently, Mr. Markison serves as our lead independent director. Our Board of Directors determines what leadership structure it deems appropriate based on factors such as the experience of the applicable individuals, the current business environment of the Company, the current stage of development of our product candidates and other relevant factors. After considering these factors, our Board of Directors has determined that the individual roles of Chairman of the Board of Directors, and President and Chief Executive Officer, along with a lead independent director, is an appropriate board leadership structure for our company at this time.

The Board of Directors is also responsible for oversight of our risk management practices, while management is responsible for the day-to-day risk management processes. This division of responsibilities is the most effective approach for addressing the risks facing the Company, and the Company's board leadership structure supports this approach. Through our President and Chief Executive Officer, and other members of management, the Board of Directors receives periodic reports regarding the risks facing the Company. In addition, the Audit Committee assists the Board of Directors in its oversight role by receiving periodic reports regarding our risk and control environment.

### **Business Ethics and Compliance**

Our Board of Directors has a Company-wide ethics awareness program and an enhanced compliance program that has been communicated to all employees. We have adopted a code of ethics for our Chief Executive Officer and senior financial officers, which complies with Item 406(b) of SEC Regulation S-K and is available on our website at [www.immunomedics.com](http://www.immunomedics.com). In addition, all of our directors, officers and employees must act ethically and in accordance with our Code of Business Conduct (the "Code of Business Conduct"). The Code of Business Conduct satisfies the definition of "code of ethics" under the rules and regulations of the SEC and the standards of the NASDAQ Global Market, and is available on our website at [www.immunomedics.com](http://www.immunomedics.com).

### **Review and Approval of Related Person Transactions**

Our Code of Business Conduct has certain policies and procedures for the review, approval or ratification of transactions involving us and any executive officer, director, director nominee, 5% stockholder and certain of their immediate family members (each of whom we refer to as a "related person"). The policy and procedures cover any transaction involving a related person (a "related person transaction") in which the related person has a material interest and which does not fall under an explicitly stated exception set forth in the applicable disclosure rules of the SEC.

Any proposed related person transaction must be reported to the Company's President and Chief Executive Officer or the Vice President of Finance and Chief Financial Officer (the "Compliance Officers"). The policy calls for the transaction to be reviewed by the Compliance Officer and, if deemed appropriate, approved by the Board of Directors of the Company (or an authorized committee of the Board of Directors). The transaction should be approved in advance whenever practicable. If not practicable, the Compliance Officers, and, if deemed appropriate, the Board of Directors, will review, and may, if deemed appropriate, ratify the related person transaction.

A related person transaction will be considered approved or ratified if it is authorized by the Compliance Officers and the Board of Directors of the Company (or an authorized committee of the Board of Directors) after full disclosure of the related person's interest in the transaction. In considering related person transactions, the Compliance Officers and the Board of Directors (or an authorized committee of the Board of Directors) will consider any information considered material to investors and the following factors:

the related person's interest in the transaction;

the approximate dollar value of the transaction;



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whether the transaction was undertaken in the ordinary course of our business;

whether the terms of the transaction are no less favorable to us than terms that we could have reached with an unrelated third party;  
and

the purpose and potential benefit to us of the transaction.

### **Independence of Non-Employee Directors**

Good corporate governance requires that a majority of the Board of Directors consist of members who are independent. There are different measures of director independence independence under listing standards of the NASDAQ Global Market, under Section 16 of the Securities Exchange Act of 1934, as amended (the Exchange Act ) and under Section 162(m) of the Internal Revenue Code of 1986, as amended. Our Board of Directors has recently reviewed information about each of our non-employee directors and determined that each of Mr. Arthur S. Kirsch, Mr. Brian A. Markison, Ms. Mary E. Paetzold and Mr. Don C. Stark are deemed independent under applicable law and the listing standards of the NASDAQ Global Market, and accordingly, if all six nominees are elected to the Board of Directors at the 2015 Annual Meeting of Stockholders, we will have a majority of independent directors on our Board.

Brian A. Markison, a member of the Board of Directors since 2004, was appointed to serve as the Lead Independent Director, for which he is entitled to receive additional compensation as described further below in the section titled Director Compensation.

### **Communications with Directors**

Stockholders and other interested parties may communicate directly with any director, including any non-management member of the Board of Directors, by writing to the attention of such individual at the following address: Immunomedics, Inc., 300 The American Road, Morris Plains, New Jersey 07950.

Communications that are intended for the non-management directors generally should be marked Personal and Confidential and sent to the attention of the Chair of the Governance and Nominating Committee. The Chair will distribute any communications received to the other non-management member(s) to whom the communication is addressed. Communications that are intended for the whole Board should be sent to the attention of the Company's Secretary.

### **Committees of the Board**

The Board currently has four standing committees: an Audit Committee; a Compensation Committee; a Governance and Nominating Committee; and a Research and Development Committee. Copies of the charters of the Audit Committee, the Compensation Committee, and the Governance and Nominating Committee, as each has been adopted by our Board of Directors, are attached to this proxy statement as Appendix A, Appendix B and Appendix C, respectively, and can be found on our website [www.immunomedics.com](http://www.immunomedics.com). The Board is also empowered to appoint from time to time ad hoc committees to address specific matters. In February 2015, the Pricing Committee of the Board met to decide on the terms related to the Company's offering of its convertible senior notes in February 2015. No other ad hoc committees took place in fiscal 2015.

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**AUDIT COMMITTEE**

<b>Members in Fiscal 2015</b>	<b>Responsibilities</b>	<b>Meetings in Fiscal 2015</b>
<p><b>Ms. Paetzold,</b></p> <p><b>Mr. Sherman &amp;</b></p> <p><b>Mr. Stark</b></p>	<p>The Audit Committee consists entirely of independent directors as defined by the listing standards of the NASDAQ Global Market. Its primary functions are to assist the Board of Directors in monitoring the integrity of our financial statements, our systems of internal control, and the appointment, independence and performance of our independent registered public accounting firm. The Audit Committee is responsible for pre-approving any engagements of our independent registered public accounting firm for non-audit services. The Audit Committee also reviews our risk management practices, strategic tax planning, preparation of quarterly and annual financial reports and our ethics and compliance processes.</p>	<p>4</p>

At each regularly-scheduled Audit Committee meeting, the Audit Committee members meet with Immunomedics' independent registered public accounting firm without management present. As part of the regular quarterly Audit Committee meetings, representatives of management, the independent registered public accounting firm and the Audit Committee members meet to review the financial statements prior to the public release of earnings.

The Board of Directors has determined that each current member and proposed member of the Audit Committee satisfies the independence standards for Audit Committee membership as set forth in Section 10A(m)(3) of the Exchange Act and the rules promulgated thereunder. In addition, the Board of Directors has determined that Ms. Paetzold satisfies the SEC's criteria for an audit committee financial expert.

Ms. Paetzold, Mr. Sherman and Mr. Stark were members of the Audit Committee for the entire fiscal 2015.

You may find a more detailed description of the functions of the Audit Committee in the Audit Committee charter which can be found on our website at [www.immunomedics.com](http://www.immunomedics.com).

Please see also the Audit Committee Report beginning on page 55.

Table of Contents**COMPENSATION COMMITTEE**

<b>Members in Fiscal 2015</b>	<b>Responsibilities</b>	<b>Meetings in Fiscal 2015</b>
<b>Mr. Markison,</b>	The Compensation Committee consists entirely of directors who (i) are Non-employee Directors for purposes of Rule 16b-3 under the Exchange Act; (ii) satisfy the requirements of an outside director for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended; and (iii) are independent in accordance with the listing standards of the NASDAQ Global Market. Its primary responsibilities are to oversee compensation and employee benefit matters and management performance.	8
<b>Ms. Paetzold &amp;</b>		
<b>Mr. Sherman</b>		

The Compensation Committee reviews and determines the salaries for corporate officers and key employees and reviews and determines, by grade levels, employees who are eligible to participate in our incentive compensation plans. The Compensation Committee also oversees management of the Immunomedics, Inc. 2014 Long-Term Incentive Plan, including the granting and certain terms of stock options and other stock-based awards, and all other compensation and benefit plans. The Compensation Committee also oversees salary grade administration for all our employees, which is used for establishing merit increases and starting salaries for new employees and is the basis for compensation reviews for all officers, including the Chief Executive Officer.

When deemed appropriate, the Compensation Committee also consults with independent outside advisors for guidance on executive compensation issues.

In fiscal year 2015, the Compensation Committee engaged Arthur J. Gallagher & Co. Human Resources & Compensation Consulting Practice ( Gallagher ), formerly James F. Reda & Associates LLC., to provide competitive compensation data and general advice on our compensation programs and policies for executive officers. Gallagher reports directly to the Compensation Committee, periodically participates in committee meetings and advises the Compensation Committee with respect to compensation trends and best practices, plan design, and the reasonableness of individual compensation awards. Gallagher has not provided any services to the Company other than those it provides to the Compensation Committee in its role as independent consultant. The Compensation Committee has assessed the independence of Gallagher pursuant to SEC rules and concluded that the work performed by Gallagher does not raise any conflicts of interest.

Our Compensation Committee also monitors and evaluates the adequacy and market competitiveness of our compensation plans and programs and

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determines whether these plans and programs create incentives for a particular employee group to take actions which could put the Company at undue risk.

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Mr. Markison, Ms. Paetzold and Mr. Sherman were members of the Compensation Committee for the entire fiscal 2015.

The charter of the Compensation Committee, which describes all of the Compensation Committee's responsibilities, is posted on our website at [www.immunomedics.com](http://www.immunomedics.com).

Please see also the Compensation Committee Report on page 42.

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**GOVERNANCE AND NOMINATING COMMITTEE**

<b>Members in Fiscal 2015</b>	<b>Responsibilities</b>	<b>Meetings in Fiscal 2015</b>
<b>Mr. Markison,</b>	<p>The Governance and Nominating Committee (the G&amp;N Committee ) is responsible for Board governance issues. The G&amp;N Committee also recommends individuals to serve as directors and will consider nominees recommended by stockholders. The G&amp;N Committee will consider nominees recommended by our stockholders for election to the Board of Directors at the 2016 Annual Meeting of Stockholders, provided that any such recommendation is submitted in writing not less than 60 days nor more than 120 days before the anniversary date of the 2015 Annual Meeting of Stockholders, to the G&amp;N Committee, c/o the Secretary of Immunomedics, at our principal executive offices, accompanied by a description of the proposed nominee s qualifications and other relevant biographical information and evidence of the consent of the proposed nominee to serve.</p>	4
<b>Ms. Paetzold,</b>		
<b>Mr. Sherman &amp;</b>		
<b>Mr. Stark</b>		

In recommending candidates, the G&N Committee seeks individuals who possess broad training and experience in business, finance, law, government, medicine, immunology, molecular biology, management or administration and considers factors such as personal attributes, geographic location and special expertise complementary to the background and experience of the Board of Directors as a whole. The G&N Committee does not have a specific policy with regard to the consideration of diversity in identifying director nominees. However, the G&N Committee values diversity on our Board of Directors and considers the diversity of the professional experience, education and skills, as well as diversity of origin, in identifying director nominees.

In accordance with NASDAQ Rule 5605(e), which requires the G&N Committee to consist solely of independent directors, the G&N Committee is comprised of Mr. Markison, Ms. Paetzold, Mr. Sherman and Mr. Stark, who are each deemed to be independent in accordance with the listing standards of the NASDAQ Global Market. Mr. Markison, Ms. Paetzold, Mr. Sherman and Mr. Stark were members of the G&N Committee for the entire fiscal 2015.

The charter of our Governance and Nominating Committee can be found on our website at [www.immunomedics.com](http://www.immunomedics.com).

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**RESEARCH AND DEVELOPMENT COMMITTEE**

<b>Members in Fiscal 2015</b>	<b>Responsibilities</b>	<b>Meetings in Fiscal 2015</b>
<b>Mr. Stark &amp;</b>	The Research and Development Committee (the R&D Committee ) oversees all of our research and development programs, and in addition to reviewing budgets and plans for preclinical as well as clinical trials, meets regularly with our Chief Scientific Officer concerning our product candidate pipeline. Mr. Stark and Mr. Markison were members of the R&D Committee for the entire fiscal 2015.	1
<b>Mr. Markison</b>		

**Compensation Committee Interlocks and Insider Participation**

The members of the Compensation Committee in fiscal 2015 were Mr. Markison, Ms. Paetzold and Mr. Sherman. No member of the Compensation Committee was at any time during fiscal 2015, or formerly, an officer or employee of Immunomedics, or any subsidiary of Immunomedics. No executive officer of Immunomedics has served as a director or member of the Board of Directors or the Compensation Committee (or other committee serving an equivalent function) of any other entity while an executive officer of that other entity served as a director of or member of our Board of Directors or our Compensation Committee.

**Indemnification of Officers and Directors**

We indemnify our directors and officers to the fullest extent permitted by law for their acts and omissions in their capacity as a director or officer of Immunomedics, so that they will serve free from undue concerns for liability for actions taken on behalf of Immunomedics. This indemnification is required under our corporate charter. We also maintain an insurance policy intended to help us meet our obligations under our indemnification covenants.

**Table of Contents****DIRECTOR COMPENSATION**

We compensate our non-employee directors for their service as directors. We do not pay directors who are also Immunomedics employees any additional compensation for their service as directors.

**Fiscal 2015 Director Compensation Table**

The following table shows the compensation paid to our non-employee directors for their Board service during fiscal 2015:

Name	Fees Earned or			Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
	Paid in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	Option Awards (\$) <sup>(2)</sup>				
Brian A. Markison	72,500	45,000	45,000				162,500
Mary E. Paetzold	57,500	45,000	45,000				147,500
Richard L. Sherman	51,500	45,000	45,000				141,500
Don C. Stark	45,500	45,000	45,000				135,500

(1) Consists of amounts described under Cash Compensation.

(2) Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. For information regarding assumptions underlying the determination of grant date fair value of option awards in accordance with FASB ASC Topic 718, see Note 8 of the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

**Cash Compensation**

Each non-employee director of Immunomedics receives:

Fees*	Fiscal 2015*	For each:
Basic retainer:	\$ 35,000	Fiscal year
Additional retainers:		
Lead Independent Director	\$ 25,000	Fiscal year
Chairman of the Audit Committee	\$ 14,500	Fiscal year
Member of the Audit Committee	\$ 7,500	Fiscal year
Chairman of the Compensation Committee	\$ 8,500	Fiscal year
Member of the Compensation Committee	\$ 5,000	Fiscal year
Chairman of the Governance & Nominating Committee	\$ 5,000	Fiscal year
Member of the Governance & Nominating Committee	\$ 3,000	Fiscal year

\* We also reimburse non-employee directors for reasonable travel and out-of-pocket expenses in connection with their service as directors. We do not pay fees on a per meeting basis.

**Stock Compensation**

At the Annual Stockholder Meeting on December 3, 2014, our stockholders approved the Immunomedics, Inc. 2014 Long-Term Incentive Plan (the 2014 Plan ). The Plan replaced the Immunomedics, Inc. 2006 Stock Incentive Plan (the 2006 Plan ), which terminated on December 3, 2014. Our non-employee directors also participate in the 2014 Plan. Pursuant to the compensation policy adopted by the Compensation Committee,



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each individual who is first elected or appointed as a non-employee director is automatically granted, on the date of such initial election or appointment, 22,500 nonqualified stock options (only if the annual equity retainer had not already been provided). Initial option grants are fully vested on the date of grant and have an exercise price equal to the fair market value of the common stock on the date of grant, a maximum term of seven years from the date of grant and a post-termination exercise period of 12 months following the date of the non-employee director's cessation of service on account of (i) the director's death or (ii) upon a change in control or hostile take-over of the Company; however, in no event will the options be exercisable beyond their original term.

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In addition to the foregoing initial grants, pursuant to the compensation policy adopted by the Compensation Committee, each individual who continues to serve as a non-employee director on the date of each annual stockholders meeting shall receive an annual grant of non-qualified stock options and restricted stock units ( RSUs ), each equal in value to \$45,000. The Compensation Committee, as administrator of the 2014 Plan, will determine the actual number of stock options and RSUs at the time of each such annual grant. Annual option grants are fully vested on the date of grant and have an exercise price equal to the fair market value of the common stock on the date of grant, a maximum term of seven years from the date of grant and a post-termination exercise period of 12 months following the date of the non-employee director's cessation of service on account of the director's death. Annual RSU grants vest in full upon the earlier of (i) the director's completion of one year of service as a non-employee director from the date of grant, or (ii) the director's continuation in service through the day immediately preceding the next annual stockholders meeting following the date of grant. Notwithstanding the foregoing, annual RSU grants will immediately vest upon (i) a non-employee director's cessation of service as a non-employee director by reason of death or permanent disability, or (ii) upon a change in control or hostile take-over of the Company (as defined in the 2014 Plan).

**Option and RSU Grants to Non-Employee Directors During Fiscal Year 2015**

During fiscal year 2015, the following non-employee directors were granted options to purchase shares of common stock and RSUs. All option and RSU grants listed below were made under the 2014 Plan.

Director	Stock Options			RSUs	
	Number of Shares Underlying Options Granted	Grant Date	Exercise Price Per Share	Number of Shares Underlying Stock Awards (RSUs) Granted	Grant Date
Brian A. Markison(1)	22,301	12/03/2014	\$ 4.22	10,664	12/03/2014
Mary E. Paetzold(2)	22,301	12/03/2014	\$ 4.22	10,664	12/03/2014
Richard L. Sherman(3)	22,301	12/03/2014	\$ 4.22	10,664	12/03/2014
Don C. Stark(4)	22,301	12/03/2014	\$ 4.22	10,664	12/03/2014

- (1) As of October 7, 2015, Mr. Markison had, in the aggregate, 139,488 outstanding stock options and 10,664 outstanding RSU awards.
- (2) As of October 7, 2015, Ms. Paetzold had, in the aggregate, 119,488 outstanding stock options and 10,664 outstanding RSU awards.
- (3) As of October 7, 2015, Mr. Sherman had, in the aggregate, 61,388 outstanding stock options and 10,664 outstanding RSU awards.
- (4) As of October 7, 2015, Mr. Stark had, in the aggregate, 119,488 outstanding stock options and 10,664 outstanding RSU awards.

**Table of Contents****COMPENSATION OF EXECUTIVE OFFICERS****Executive Officers**

The following table sets forth certain information regarding our executive officers. With the exception of Dr. Goldenberg, Ms. Sullivan and Mr. Pfreundschuh, whose agreements are described in detail below, executive officers are at-will employees.

<b>Name</b>	<b>Age</b>	<b>Position(s) with the Company</b>
Cynthia L. Sullivan	60	President and Chief Executive Officer
Dr. David M. Goldenberg	77	Chairman of the Board, Chief Scientific Officer and Chief Patent Officer
Peter P. Pfreundschuh	46	Vice President Finance and Chief Financial Officer

**Ms. Cynthia L. Sullivan** has been employed by Immunomedics since October 1985, and has served as our President and Chief Executive Officer since March 2001. She previously served as the Company's President from December 2000 to March 2001 and as Executive Vice President and Chief Operating Officer from June 1999 to December 2000. Prior to joining Immunomedics, Ms. Sullivan was employed by Ortho Diagnostic Systems, Inc., a subsidiary of Johnson & Johnson. Ms. Sullivan's educational background includes: a B.S. from Merrimack College, North Andover, Massachusetts, followed by a year of clinical internship with the school of Medical Technology at Muhlenberg Hospital, Plainfield, New Jersey, resulting in a M.T. (ASCP) certification in 1979. Ms. Sullivan completed a M.S. degree in 1986 from Fairleigh Dickinson University, where she also received her M.B.A. in December 1991. Ms. Sullivan also serves as President of our majority owned subsidiary, IBC Pharmaceuticals, Inc. From September 2002 to July 2007, Ms. Sullivan served as a member of the Board of Directors of Digene Corp., a company that develops, manufactures and markets proprietary DNA and RNA testing systems for the screening, monitoring and diagnosis of human diseases. Effective July 30, 2007 Digene Corp was merged with Qiagen N.V. From November, 2007 to December 2009, Ms. Sullivan served as a member of the Board of Directors of Urigen Pharmaceuticals, Inc., a specialty pharmaceutical company focused on the development and commercialization of treatments for urological disorders. As of May 2009, Ms. Sullivan also serves as a member of Board of Trustees for the HealthCare Institute of New Jersey, a trade association for the research-based pharmaceutical and medical technology industry in New Jersey.

**Dr. David M. Goldenberg** founded Immunomedics in July 1982, and has served continuously since that time as the Chairman of our Board of Directors. He also currently serves as our Chief Scientific Officer and Chief Patent Officer, having been our Chief Medical Officer from July 2007 to December 2014, Chief Strategic Officer from July 2003 to July 2007. Dr. Goldenberg previously served as our Chief Executive Officer from July 1982 through July 1992, from February 1994 through May 1998 and from July 1999 through March 2001. He also serves as Chairman of the Board of Directors of IBC Pharmaceuticals, Inc., a subsidiary of Immunomedics. Dr. Goldenberg is a graduate of the University of Chicago College and Division of Biological Sciences (B.S.), the University of Erlangen-Nuremberg (Germany) Faculty of Natural Sciences (Sc.D.), and the University of Heidelberg (Germany) School of Medicine (M.D.). He has written or co-authored approximately 1,800 journal articles, book chapters and abstracts on cancer research, detection and treatment, and has researched and written extensively in the area of radioimmunoassay and radioimmunotherapy using radiolabeled antibodies. Dr. Goldenberg was President and a Trustee of the Center for Molecular Medicine and Immunology (CMMI), an independent non-profit research center, and its clinical unit, the Garden State Cancer Center. In 1985 and again in 1992, Dr. Goldenberg received an Outstanding Investigator Grant award from the National Cancer Institute for his work in radioimmunoassay, and in 1986 he received the New Jersey Pride Award in Science and Technology. Dr. Goldenberg was honored as the ninth Herz Lecturer of the Tel Aviv University Faculty of Life Sciences. In addition, he received the 1991 Mayneord 3M Award and Lectureship of the British Institute of Radiology and in 2002, the Elis Bervin Lectureship and Medal from the Swedish Medical Society and the Swedish Oncology Society for his contributions to the development of radiolabeled monoclonal antibodies used in the imaging and treatment of cancer. The International Society for Oncodevelopmental Biology and Medicine named Dr. Goldenberg the co-recipient of the 1994 Abbott Award. In 2005, he received the Paul Aebersold

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Award from the Society of Nuclear Medicine and was named the Inventor of the Year by the Research and Development Council of New Jersey. Maryann Liebert Inc., publisher of Genetic Engineering News, nominated Dr. Goldenberg in 2006 for the Forbes Enterprise Award for outstanding achievements in the scientific community.

**Peter P. Pfreunds Schuh** joined Immunomedics as Vice President, Finance and Chief Financial Officer in September 2013. From November 2008 through June 2013, Mr. Pfreunds Schuh was the Chief Financial Officer of CircuLite Inc., a commercial medical device company with a novel solution for the treatment of late stage chronic heart failure patients. Prior to that, Mr. Pfreunds Schuh was the Executive Director of Business Development and Licensing for AstraZeneca Pharmaceuticals L.P., where he led finance and negotiations in support of new business development opportunities for all external deals and alliances. Before AstraZeneca, he served at Johnson and Johnson in a variety of capacities including Controller of the R&D division and Controller/Director of Marketing and Global Business Analytics, as well as Chief Financial Officer/Treasurer for 3 Dimensional Pharmaceuticals, which was acquired by Johnson and Johnson. Mr. Pfreunds Schuh has also held management positions at Alimenterics, Inc., and American Standard Companies, Inc., and was a Senior Auditor at Ernst & Young, LLP. A New Jersey Certified Public Accountant, Mr. Pfreunds Schuh received an MBA with a concentration in finance from Rider University, a BS in accounting from Rutgers University School of Business, and has continued his education through the Executive Strategic Marketing Program in Healthcare at the Kellogg School of Management at Northwestern University.

## **Family Relationships**

Dr. Goldenberg and Ms. Sullivan are husband and wife. There are no other family relationships between directors, executive officers and other employees.

## **Compensation Discussion and Analysis**

This Compensation Discussion and Analysis discusses the principles underlying our compensation policies and decisions and the principal elements of compensation paid to our executive officers during fiscal year 2015. Our Chief Executive Officer (the CEO), Chief Scientific Officer and Chief Patent Officer, and Chief Financial Officer will be referred to as the named executive officers for purposes of this discussion.

## **Executive Summary**

Our overarching compensation goal is to motivate, recruit and retain executive officers in a manner that promotes superior executive performance and successful financial results for us while aligning the interests of the executive officers with the long-term interests of our stockholders. We believe this is accomplished through the following principles and processes that we follow in establishing executive compensation:

We benchmark executive officer compensation against a peer group of comparably sized public companies in the pharmaceutical industry.

We target compensation between the 25th and 75th percentiles for base salary and annual cash incentive amounts. Our compensation model is flexible to be adjusted upward or downward in the case of exceptional performance or as circumstances warrant in the discretion of the Compensation Committee.

We primarily structure our total compensation in the form of base salary, annual short-term cash incentive awards, long-term equity incentive awards, benefits and perquisites and change in control and other severance benefits.

Our compensation structure seeks to align our executives' compensation with our long-term growth and success by rewarding the discovery and development of new product candidates, the advancement of our existing pipeline of therapeutic product candidates and the strategic partnering for further clinical development and commercialization of our product candidates.

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We maintain severance and change in control arrangements for our executives comparable to other companies in our peer group.

We seek to maintain a conservative cash utilization rate in order to advance our product candidates in various market conditions. We believe this approach has allowed us to make the best use of our resources in advancing our pipeline of therapeutic product candidates and technologies.

### **Role of Stockholder Say-on-Pay Votes**

We provide our stockholders with the opportunity to cast an annual, nonbinding advisory vote on executive compensation (a say-on-pay proposal). At the Annual Meeting of Stockholders held on December 3, 2014, approximately 81% of the votes cast on the say-on-pay proposal at that meeting were voted in favor of the proposal. Our Compensation Committee considered the outcome of that advisory vote to be an endorsement of the Compensation Committee's compensation philosophy and implementation. As such, in making its decisions regarding executive compensation for fiscal year 2015, the Compensation Committee chose to retain the fiscal year 2014 compensation structure of the executive compensation program as a reference while making a few adjustments to reflect the performance of the Company and our named executive officers in fiscal year 2015. The Compensation Committee will continue to consider the outcome of the Company's say-on-pay votes when making future compensation decisions for the named executive officers.

### **Compensation Objectives and Philosophy**

The Compensation Committee of our Board of Directors (the Compensation Committee) is responsible for reviewing and approving the compensation payable to our named executive officers and other key employees. As part of such process, the Compensation Committee seeks to accomplish the following objectives with respect to our executive compensation programs:

Motivate, recruit and retain executives capable of meeting our strategic objectives;

Provide incentives to ensure superior executive performance and successful financial results for us; and

Align the interests of executives with the long-term interests of stockholders.

The Compensation Committee seeks to achieve these objectives by:

Establishing a compensation structure that is both market competitive and internally fair;

Linking a substantial portion of compensation to our achievement of financial objectives and the individual's contribution to the attainment of those objectives;

Providing risk for underachievement and upward leverage for overachievement of goals; and

Providing long-term equity-based incentives.

### **Setting Executive Compensation**

In determining the compensation of each named executive officer, the Compensation Committee considered a number of factors, including recent Company and individual performance, the CEO's recommendations as to named executive officers other than the CEO, cost of living in the New York/New Jersey area, and internal pay equity. The Compensation Committee also considered competitive compensation data received from Arthur J. Gallagher & Co. Human Resources and Compensation Consulting Practice (Gallagher), formerly James F. Reda & Associates, detailing the 25th percentile, median, and 75th percentile of (i) base salary; (ii) target annual cash compensation (i.e., salary plus target cash

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incentive); (iii) long-term equity incentive awards; and (iv) target total direct compensation (i.e., salary plus target cash incentive plus long-term equity incentives) for executive officer positions among a group of peer companies and assessed how similar compensation arrangements for the

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named executive officers compare to its peers. Based on Gallagher market analysis, the Compensation Committee considers base salary within the range of the 25th percentile and the 75th percentile of our peer group to be competitive and appropriate for the named executive officers. Cash incentive levels among our peer group were used to establish target cash incentive compensation for our named executive officers. The Compensation Committee did not, however, tie cash compensation to potential values realizable from equity incentive awards to measure total target direct compensation or as a means to determine the equity incentive awards it authorizes. There is no pre-established policy for allocation of compensation between cash and non-cash components or between short-term and long-term components. Instead, the Compensation Committee determines the mix of compensation for each executive officer based on its review of the competitive data and its subjective analysis of that individual's performance and contribution to our strategic goals. We believe our approach to compensation assists in mitigating excessive risk-taking that could harm our value or reward poor judgment by our executives. We believe our approach to compensation reflects sound risk management practices and does not encourage excessive risk-taking.

In fiscal year 2015, the Compensation Committee engaged Gallagher to provide competitive compensation data and general advice on our compensation programs and policies for executive officers. Gallagher reports directly to the Compensation Committee, periodically participates in committee meetings and advises the Compensation Committee with respect to compensation trends and best practices, plan design, and the reasonableness of individual compensation awards. During fiscal year 2015, Gallagher performed a market analysis of the compensation paid by comparably sized publicly traded biopharmaceutical companies as described below and provided it to the Compensation Committee. In addition, the CEO provided the Compensation Committee with a detailed review of the performance of the other named executive officers and made recommendations to the Compensation Committee with respect to the compensation packages for those officers for the 2015 fiscal year. The Compensation Committee consulted with Gallagher regarding the CEO's recommendations.

The peer group used for competitive comparisons in fiscal year 2015 reflects companies with which we compete for talent. Base salary, cash incentives and long-term equity incentive awards were benchmarked to these companies. Changes made to the 2014 peer group are summarized below:

<b>Removed Company</b>	<b>Reason</b>
Astex Pharmaceuticals, Inc.	Acquired by Otsuka Pharmaceutical
Enzon Pharmaceuticals, Inc.	Company is shutting down, trading below \$1
Medivation, Inc.	Market cap (\$5.5 billion) too high
<b>Added Company</b>	<b>Reason</b>
CTI BioPharma Corp.	Cancer research company similar in size (number of employees) and market cap to IMMU
Insmed Inc.	Biopharmaceutical company at similar stage of development
Sunesis Pharmaceuticals, Inc.	Cancer research company similar in market cap to IMMU

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The peer group data used by Gallagher was obtained from Kenexa's CompAnalyst Executive®, a compensation data service, and consisted of the following twenty-four companies:

<b>Company</b>	<b>Sales (Most recent fiscal year) (\$ in millions)</b>	<b>Market Capitalization (04/30/2014) (\$ in millions)</b>
Acorda Therapeutics Inc.	336	1,477
Ariad Pharmaceuticals Inc.	46	1,355
ArQule Inc.	16	101
BioCryst Pharmaceuticals Inc.	17	515
Celldex Therapeutics Inc.	4	1,340
CTI BioPharma Corp.	35	442
Cytokinetics Inc.	31	164
Dendreon Corp.	284	413
Dyax Corp.	54	898
Exelixis Inc.	31	689
Immunogen Inc.	36	1,109
Insmed Inc.	0	547
Mannkind Corp.	0	2,527
Neurocrine Biosciences Inc.	3	1,064
NPS Pharmaceuticals Inc.	156	2,749
PDL Biopharma, Inc.	443	1,361
Progenics Pharmaceuticals Inc.	8	246
Rigel Pharmaceuticals Inc.	7	280
Seattle Genetics Inc.	269	4,737
Spectrum Pharmaceuticals Inc.	148	450
Synta Pharmaceuticals Corp.	0	386
Sunesis Pharmaceuticals, Inc.	8	309
Threshold Pharmaceuticals	13	243
XOMA Ltd.	36	475
<b>75th Percentile</b>	<b>78</b>	<b>1,344</b>
<b>50th Percentile</b>	<b>31</b>	<b>531</b>
<b>25th Percentile</b>	<b>8</b>	<b>367</b>
<b>Immunomedics</b>	<b>5</b>	<b>351</b>
<b>Immunomedics Percentile Rank</b>	<b>19%</b>	<b>24%</b>

**Components of Compensation**

For the 2015 fiscal year, our executive compensation program included the following components:

Base salary;

Annual short-term cash incentives;

Long-term equity incentive awards; and



Change in control and other severance arrangements.

**Base Salary**

It is the Compensation Committee's objective to set a competitive rate of annual base salary for each named executive officer for each fiscal year based on performance in the prior fiscal year. The Compensation Committee believes competitive base salaries are necessary to attract and retain top quality executives, since it is

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common practice for public companies to provide their executive officers with a guaranteed annual component of compensation that is not subject to performance risk. Base salary levels are designed to recognize an individual's ongoing contribution, to be commensurate with an individual's experience and organization level and to be competitive with market benchmarks as analyzed by Gallagher. Base salaries are not automatically increased on an annual basis if the Committee believes that a raise is not warranted by either individual or Company performance, or that other forms of compensation are more appropriate to further compensation program objectives. In addition to benchmarking base salary levels, any increase in annual salary is also based on demonstrated levels of competency in skill, effectiveness and leadership, and by comparing how an individual has performed essential job requirements against what was envisioned with the position. The Compensation Committee does not use a specific formula based on these criteria, but instead makes an evaluation of each named executive officer's contributions in light of all such criteria.

Based upon the performance of the named executive officers and using the compensation data provided by Gallagher, for fiscal year 2015, the Compensation Committee approved a 3.5% salary increase from fiscal year 2014 levels for Ms. Sullivan and Dr. Goldenberg and a 5.3% salary increase from fiscal year 2014 level for Mr. Pfreundschuh. The Committee believes the increase would result in salaries for our named executive officers being at or near the median base salaries for comparable executive positions at our peer group companies and reasonably consistent with the average percentage increase in salaries by our peers. The table below shows fiscal year 2014 and fiscal year 2015 base salary rates for each named executive officer:

Name	Title	2014 Salary	2015 Salary	% Increase
Cynthia L. Sullivan	President and Chief Executive Officer	\$ 618,899	\$ 640,560	3.5%
Dr. David M. Goldenberg	Chairman of the Board, Chief Scientific Officer and Chief Patent Officer	\$ 584,495	\$ 604,952	3.5%
Peter P. Pfreundschuh	Vice President Finance and Chief Financial Officer	\$ 285,000	\$ 300,000	5.3%

**Annual Short-Term Cash Incentives**

Our named executive officers have the opportunity to earn annual cash incentive awards as part of their compensation package. We do not have a formal incentive or bonus plan for our named executive officers that ties annual cash incentives or bonuses with base salary to create a formula-based target annual cash compensation. Cash incentive awards are designed to reward executive performance while reinforcing our short-term strategic operating goals. If warranted in special circumstances, individual one-time discretionary cash incentives may also be awarded to our named executive officers during the course of the year.

Each named executive officer has a target cash incentive opportunity that, in the case of Ms. Sullivan and Dr. Goldenberg, is determined in accordance with their respective employment agreements, or is otherwise set by the Compensation Committee each year based on its comparison of the total compensation opportunity of our named executive officers against the total compensation opportunity of similarly situated executives at the companies identified above. In assessing the total compensation opportunity, the Compensation Committee also takes into account the named executive officer's relative experience in his or her position and in the industry generally and our overall financial position. For fiscal year 2015, the target cash incentive level set for each of our named executive officers was 50% of base salary for Ms. Sullivan and Dr. Goldenberg and 30% of base salary for Mr. Pfreundschuh, with potential payouts ranging from 0% to 150% of the target amount depending upon the level of achievement of performance goals.

Each year, a strategic plan (as described below) is created by the Company. Based on this plan, each named executive officer prepares individual goals and objectives to be accomplished during the upcoming fiscal year. The Compensation Committee in consultation with the named executive officer reviews and finalizes such goals

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and objectives. At the end of each fiscal year, the Compensation Committee conducts in consultation with the CEO for each named executive officer and, for named executive officers other than the CEO, a subjective review of that individual's performance relative to our overall priorities and strategies reviews that individual's performance relative to our overall priorities and strategies. Cash incentive awards are then granted based upon the Compensation Committee's informed judgment and information provided by Gallagher in view of the Company's achievement of its annual corporate goals, operational and financial performance, the individual executive's responsibilities and efforts and such executive's contribution to the Company's overall performance and success, and the complexity or difficulty of the objectives that have been achieved.

Our strategic plan and individual performance targets include successful partnering transactions and other strategic plan metrics, operational and financial metrics, regulatory compliance metrics, and delivery of specific programs, plans, and budgetary objectives identified by the Compensation Committee.

In fiscal year 2015, our strategic plan focused on:

Advancing our pipeline of therapeutic product candidates and technologies;

Strengthening the price-per-share value of our common stock; and

Securing financing to ensure a sufficient cash position, including the out-licensing of our various assets.

The Compensation Committee weighs each of the individual performance goals established for the named executive officers separately when evaluating each named executive officer's performance and awarding actual cash incentive amounts. Performance goals that are in the executive's area or areas of functional responsibility are weighted heavier than others. Weighting is determined by the Compensation Committee when approving the annual goals and objectives. The actual amount of cash incentive paid is entirely discretionary; the Compensation Committee does not establish threshold levels that a named executive officer must attain before a cash incentive is awarded.

In fiscal year 2015, Ms. Sullivan's individual performance goals were established to focus on her areas of responsibility which, in her capacity as our President and CEO, centered around her ability to advance our pipeline of therapeutic product candidates and technologies, implement and manage our short- and long-term strategic plan and maintain stockholder confidence in management and the Company. In addition, Ms. Sullivan's specific performance goals included:

Continue patient enrollment into the Phase 3 PANCRIT-1 registration trial with yttrium-90-labeled clivatuzumab tetraxetan in patients with pancreatic cancer who have received at least 2 prior therapies;

Complete Phase 2 study of sacituzumab govitecan as a treatment of patients with solid cancers;

Complete Phase 2 study of labetuzumab sacituzumab as a treatment of patients with metastatic colorectal cancer;

Continue enrolling patients into the National Cancer Institute-funded Phase 2 study combining veltuzumab with yttrium-90-labeled epratuzumab tetraxetan in patients with aggressive non-Hodgkin lymphoma;

Continue enrolling patients into a Phase 1 study of milatuzumab for prevention of acute graft-versus-host disease in patients with hematologic malignancies undergoing stem cell transplant;

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Continue enrolling patients into a Phase 1 study of IMMU-114, a humanized antibody directed against HLA-DR, an immune response target, as a monotherapy for relapsed non-Hodgkin lymphoma and chronic lymphocytic leukemia; and

Launching a new Department of Defense-funded Phase 1 study with subcutaneously-administered milatuzumab in patients with systemic lupus erythematosus.

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In fiscal year 2015, Dr. Goldenberg's individual performance goals were established to focus on his areas of responsibility which, in his capacity as our Chief Scientific Officer and Chief Patent Officer, centered around his ability to design, implement and manage our clinical and pre-clinical research and development activities and maintain the effectiveness of patent and proprietary protections over our pipeline of therapeutic product candidates and technologies.

In fiscal year 2015, Mr. Pfreundschuh's individual performance goals were established to focus on his areas of responsibility, which in his capacity as our Vice President, Finance and Chief Financial Officer, centered on his ability to develop, implement and manage our financial strategic plan, ensure compliance with federal and state securities reporting requirements, strengthen our cash position and maintain stockholder confidence.

With respect to Ms. Sullivan, the Compensation Committee determined that Ms. Sullivan achieved her performance goals of (i) completing the Phase 2 study of sacituzumab govitecan as a treatment of patients with solid cancers; (ii) completing the Phase 2 study of labetuzumab govitecan as a treatment of patients with metastatic colorectal cancer; (iii) enrolling patients into the Phase 2 study of velvuzumab combined with yttrium-90-labeled epratuzumab tetraxetan in patients with aggressive non-Hodgkin lymphoma; (iv) continuing patient enrollment into Phase 1 study of milatuzumab for prevention of acute graft-versus-host disease in patients with hematologic malignancies undergoing stem cell transplant; (v) enrolling patients into a Phase 1 study of IMMU-114 in relapsed non-Hodgkin lymphoma and chronic lymphocytic leukemia; and (vi) beginning a Phase 1 study with subcutaneously-administered milatuzumab in patients with systemic lupus erythematosus; and that achievement of such goals advanced our pipeline of therapeutic product candidates and technologies in accordance with our strategic plan. In addition, Ms. Sullivan strengthened the investment community's understanding of Immunomedics and our strategies by continually hosting quarterly earnings calls and clinical updates. Ms. Sullivan also strengthened our cash position by completing the offering of convertible senior notes, which brought in \$100 million to the Company. However, patient enrollment into the Phase 3 PANCRIT-1 registration trial with yttrium-90-labeled clivatuzumab tetraxetan in patients with pancreatic cancer was behind schedule and Ms. Sullivan did not complete the goals of the Company in out-licensing our various assets, in particular, sacituzumab govitecan.

With respect to Dr. Goldenberg, the Compensation Committee determined that Dr. Goldenberg achieved his performance goals by advancing our pipeline of therapeutic product candidates and discovering and developing new product candidates and technologies, including (i) launching a Phase 1 study to evaluate milatuzumab administered subcutaneously in patients with active systemic lupus erythematosus; and (ii) expanding the number of active U.S. patents to 267. However, the Company did not introduce a new investigational product into clinical testing during fiscal year 2015.

With respect to Mr. Pfreundschuh, the Compensation Committee determined that Mr. Pfreundschuh achieved his performance goals of (i) ensuring our compliance with federal and state securities reporting requirements; (ii) strengthening our cash position with cash infusions of \$100 million from the convertible senior notes offering; (iii) strengthening the investment community's understanding of Immunomedics and our strategies by hosting quarterly earnings calls and clinical updates; and (iv) advancing our pipeline of therapeutic product candidates and technologies in accordance with our strategic plan by maintaining our expenses within our budget. However, Mr. Pfreundschuh did not complete the goal of the Company in out-licensing our various assets, in particular, sacituzumab govitecan.

In determining the 2015 actual cash incentives to be paid to each of our named executive officers, the Compensation Committee considered the relative significance of the performance goals for each named executive officer and whether such goals were achieved, and also considered whether the Company's overall strategic plan had been accomplished. As discussed above, the Company's strategic goal of out-licensing sacituzumab govitecan was not met in fiscal year 2015. Taking into account the importance to the Company of out-licensing sacituzumab govitecan, the Compensation Committee determined that although certain individual performance goals were met, the Company's overall strategic plan had not been accomplished and, therefore, any

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2015 cash incentive to be paid to each of our named executive officers would be deferred until such time as this performance goal of out-licensing is met during fiscal 2016. At such time, the Compensation Committee will review the incentive payments to be paid at an amount to be determined by the Compensation Committee.

The table below details fiscal year 2015 annual cash incentive targets and actual payouts for each of the named executive officers.

Name	Title	2015 Target Cash Incentive (\$)	2015 Target Cash Incentive (% Salary)	2015 Actual Cash Incentive (\$)	2015 Actual Cash Incentive (% Salary)
Cynthia L. Sullivan	President and Chief Executive Officer	\$ 320,280	50%	\$	
Dr. David M. Goldenberg	Chairman of the Board and Chief Scientific Officer and Chief Patent Officer	\$ 302,476	50%	\$	
Peter P. Pfreunds Schuh	Vice President Finance and Chief Financial Officer	\$ 90,000	30%	\$	

The table below details, for each named executive officer, the total target cash compensation established by the Compensation Committee for fiscal year 2015, as measured by the sum of salary and target cash incentive, and the total actual cash compensation paid for fiscal year 2015, as measured by the sum of salary and actual cash incentive.

Name	Title	2015 Total Target Cash Compensation (\$)	2015 Total Actual Cash Compensation (\$)
Cynthia L. Sullivan	President and Chief Executive Officer	\$ 960,840 <sup>(1)</sup>	\$ 640,560 <sup>(2)</sup>
Dr. David M. Goldenberg	Chairman of the Board, Chief Scientific Officer and Chief Patent Officer	\$ 907,428 <sup>(3)</sup>	\$ 604,952 <sup>(4)</sup>
Peter P. Pfreunds Schuh	Vice President Finance and Chief Financial Officer	\$ 390,000 <sup>(5)</sup>	\$ 300,000 <sup>(6)</sup>

(1) Represents sum of (i) annual salary for fiscal year 2015 of \$640,560 and (ii) target cash incentive for fiscal year 2015 of \$320,280.

(2) Represents annual salary of \$640,560. No actual cash incentive was paid for fiscal year 2015.

(3) Represents sum of (i) annual salary for fiscal year 2015 of \$604,952 and (ii) target cash incentive for fiscal year 2015 of \$302,476.

(4) Represents annual salary of \$604,952. No actual cash incentive was paid for fiscal year 2015.

(5) Represents sum of (i) annual salary for fiscal year 2015 of \$300,000 and (ii) target cash incentive for fiscal year 2015 of \$90,000.

(6) Represents annual salary of \$300,000. No actual cash incentive was paid for fiscal year 2015.

**Long-Term Equity Incentive Awards**

As described above, stock-based incentives are a key component of our executive compensation program. Employee ownership is a core value of our operating culture. Management and the Compensation Committee believe that stock ownership encourages our executives to create value for our Company over the long term. We also believe that stock ownership promotes retention and affiliation with us by allowing our executives to share in our long-term success while aligning executive interests with those of our stockholders. We have used stock options, restricted stock units, or their combination as vehicles to deliver equity-based compensation for our named executive officers, due to their broad-based use in the biopharmaceutical industry. We also have evaluated

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from time to time the benefits of providing alternative equity-based compensation in the form of restricted stock or other vehicles based on full value shares. The Compensation Committee will continue to monitor changes in the long-term compensation practices of the companies in our peer group and, if appropriate, will re-evaluate alternative equity-based compensation vehicles in future years in light of changing or evolving practices. In certain circumstances, the Compensation Committee may determine that non-equity long-term incentives are preferable to equity-based awards.

Each of our named executive officers has an annual long-term equity incentive award opportunity. The actual amount of the annual long-term equity incentive award, if any, for each of our named executive officers is determined on a discretionary basis by the Compensation Committee without the use of any formalized mathematical formulas. The Compensation Committee grants the annual long-term equity incentive awards shortly after the close of each fiscal year after evaluating the performance of the Company and the named executive officers for such prior fiscal year. In determining the amount of the awards, the Compensation Committee evaluates the executive's performance and contribution to our annual and long-term strategic goals and factors that contribute to overall corporate growth and development and to increasing long-term stockholder value, such as advancement of our pipeline of therapeutic candidates, growth in our intellectual property portfolio, development of our manufacturing and operating capabilities, enhancements to our financial reporting systems and controls, and the successful negotiation of advantageous out-licensing and other collaborative agreements. The Compensation Committee does not assign weightings to the foregoing factors. In addition, the Compensation Committee may, in its discretion, consider both the achievement of the annual Board-approved corporate goals and other significant corporate accomplishments during the year. For our named executive officers other than the CEO, the Compensation Committee also takes into account the recommendations of the CEO in determining the amount of the grant to each named executive officer.

In August 2014, the Compensation Committee granted long-term equity incentive awards to our named executive officers after reviewing corporate and individual performance in fiscal year 2014 in the context of the factors which the Compensation Committee believes contribute to overall corporate growth and considering overall compensation of each of our named executive officers in fiscal year 2014. When making determinations about these long-term equity incentive awards, the Compensation Committee used the same performance evaluation criteria as it used for our annual cash incentive awards for fiscal year 2014. As had been done in the prior fiscal year, the Compensation Committee reviewed the recommendations of and information provided by Gallagher and consistent with those recommendations granted half of the value of the long-term equity incentive awards earned by each named executive officer based on fiscal 2014 performance in the form of stock options and half of the value in the form of RSUs.

Upon evaluation of each named executive officer's performance in the 2014 fiscal year, the Compensation Committee granted equity incentive awards under the 2014 Plan in August 2014 as follows:

Name	Title	Number of Shares of Common Stock Underlying Stock Options	Number of Shares of Common Stock Underlying RSUs
Cynthia L. Sullivan	President and Chief Executive Officer	200,412	105,422
Dr. David M. Goldenberg	Chairman of the Board, Chief Scientific Officer and Chief Patent Officer	200,412	105,422
Peter P. Pfreundschuh	VP, Finance and Chief Financial Officer	87,895	15,813

In addition, on March 9, 2015 the Compensation Committee awarded Mr. Pfreundschuh 50,000 shares of stock options following the completion of the issuance of \$100.0 million of Convertible Senior Notes on February 11, 2015.

The numbers of equity awards granted were determined by the Compensation Committee using information supplied by Gallagher on equity awards received by executives at the peer group companies.

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The stock options granted to our named executive officers have a seven-year term and vest, based on continued employment, 25% on the first anniversary of the date of grant and 6.25% on a quarterly basis thereafter. The stock options were granted at an exercise price equal to the closing price of our common stock on the date of grant. Accordingly, the actual value an executive will realize is tied to future stock appreciation and is therefore aligned with corporate performance and stockholder returns. The RSUs granted to our named executive officers vest with respect to 25% of the underlying shares on the first anniversary of the date of grant and with respect to 6.25% on a quarterly basis thereafter for the following three years, based on continued employment. We issue to the executive shares of our common stock when the RSUs vest. Our standard forms of stock option and RSU agreements provide for accelerated vesting of unvested awards upon a change in control of the Company, for instance if we are acquired by another company, but only if the acquirer does not agree to assume and continue the awards or grant substitute cash retention awards of similar value, measured as of the date of the change in control transaction, to the holders of our stock options and RSUs. Ms. Sullivan's employment agreement provides for accelerated vesting of her stock options and RSUs if her employment is involuntarily terminated coincident with or within one year after a change in control of the Company. Dr. Goldenberg's employment agreement provides for accelerated vesting of his outstanding unvested stock options and RSUs upon a change in control. See the sections below entitled *Employment, Severance and Change in Control Agreements* and *Calculation of Potential Payments upon Termination or Change in Control* for more information. With a four-year vesting schedule for stock options and RSUs, and a seven-year term for stock options, we do not deem it necessary to impose holding period requirements on the shares that our named executive officers acquire under their long-term equity incentive awards.

**Executive Benefits and Perquisites**

The named executive officers also are provided with certain benefits and perquisites. The Compensation Committee believes that such benefits are necessary for us to remain competitive and to attract and retain top caliber executive officers because such benefits are typically provided by companies in the biopharmaceutical industry and by other companies with which we compete for executive talent.

We maintain a 401(k) plan for our employees, including our executive officers, to encourage our employees to save some portion of their cash compensation for their eventual retirement. Pursuant to a discretionary employer match, in fiscal year 2015, we matched all employee contributions at 25% of the employee's contribution up to a limit of 5% of the employee's eligible compensation up to the IRS imposed limit. The IRS maximum allowable contribution in calendar year 2015 was \$18,000, or \$24,000 for employees who are 50 years old or older. We also increase our employees' base salary, including our named executive officers' base salary, for the cost of group long-term disability insurance coverage and provide a group life insurance benefit in a coverage amount equal to 100% of the employee's annual base salary.

**Additional Incentive Compensation**

In accordance with the terms of Dr. Goldenberg's employment agreement, Dr. Goldenberg is entitled to receive incentive compensation equal to 1.5% of our Annual Net Revenue (as defined in the agreement) in each year that we record net income. With respect to any fiscal year during Dr. Goldenberg's employment in which we record an annual net loss, Dr. Goldenberg will receive as an additional incentive compensation payment a sum equal to 0.75% of the total Consideration (as defined in the agreement) we receive from any third party transaction, with certain exceptions. In accordance with the terms of Dr. Goldenberg's employment agreement, we pay Dr. Goldenberg a minimum of \$150,000 during each fiscal year in equal quarterly payments as a credit against any amounts due to Dr. Goldenberg for additional incentive compensation payments.

For the fiscal years ended June 30, 2015, 2014 and 2013, we reported a net loss, therefore Dr. Goldenberg received the minimum additional incentive compensation of \$150,000 paid quarterly during these fiscal years. The aggregate compensation value of this benefit is shown in the *All Other Compensation* column in the Summary Compensation Table included in this proxy statement.



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### **Employment, Severance and Change in Control Agreements**

We have employment agreements with Ms. Sullivan and Dr. Goldenberg and a Change in Control and Severance Agreement with Mr. Pfreundschuh. These agreements are summarized in the section below entitled *Employment, Severance and Change in Control Agreements* and the change in control and severance arrangements contained in those agreements are discussed in more detail in the section below entitled *Calculation of Potential Payments upon Termination or Change in Control*. We decided to provide severance benefits to recognize accomplishments of executives supporting the approved strategic plan. The change in control arrangements are to assure continuity of key personnel in a transition period following a change in control of the Company. None of the employment or severance agreements that we have with our named executive officers require us to provide tax gross-up payments to them in connection with any excise taxes for which they may become liable as a result of receiving severance benefits or other parachute payments within the meaning of Section 280G of the Internal Revenue Code.

### **Section 162(m) Compliance**

As a result of Section 162(m) of the Internal Revenue Code, publicly-traded companies such as the Company are not allowed a federal income tax deduction for compensation, paid to the CEO and the three highest paid executive officers other than the CEO and chief financial officer, to the extent that such compensation exceeds \$1 million per officer in any one year and does not otherwise qualify as performance-based compensation. The 2014 Plan is structured to enable the compensation deemed paid to an executive officer in connection with the exercise of a stock option to qualify as performance-based compensation that is not subject to the \$1 million limitation. Other awards made under the 2014 Plan may or may not qualify. For instance, restricted stock units granted in fiscal year 2015 are not considered performance-based compensation, and might not be tax deductible upon vesting. In establishing the cash and equity incentive compensation programs for the named executive officers, it is the Compensation Committee's view that the potential deductibility of the compensation payable under those programs should be only one of a number of relevant factors taken into consideration, and not the sole governing factor. For that reason the Compensation Committee may deem it appropriate to continue to provide one or more named executive officers with the opportunity to earn incentive compensation, including cash incentive programs tied to our financial performance and equity awards, which may be in excess of the amount deductible by reason of Section 162(m) or other provisions of the Internal Revenue Code. It is the Compensation Committee's belief that cash and equity incentive compensation must be maintained at the requisite level to attract and retain the executive officers essential to our financial success, even if all or part of that compensation may not be deductible by reason of the Section 162(m) limitation.

**Table of Contents****COMPENSATION COMMITTEE REPORT**

*The information contained in this report shall not be deemed to be soliciting material or filed with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, the Exchange Act, except to the extent that Immunomedics, Inc. specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended, or the Exchange Act.*

The Compensation Committee is responsible for evaluating and approving the compensation for the executive officers. Management has primary responsibility for our Company's financial statements and reporting process, including the disclosure of executive compensation. The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis set forth above. The Compensation Committee is satisfied that the Compensation Discussion and Analysis fairly represents the objectives and actions of the Compensation Committee. The Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement for filing with the Securities and Exchange Commission and incorporated by reference into the Company's Annual Report on Form 10-K for the year ended June 30, 2015.

**The Compensation Committee**

Brian A. Markison, Chairman

Mary E. Paetzold

Richard L. Sherman

**Summary Compensation Table**

The following table shows the total compensation paid or accrued during the fiscal years ended June 30, 2015, 2014 and 2013 to our Chief Executive Officer, our Chief Scientific Officer and Chief Patent Officer, our Chief Financial Officer, our former Chief Financial Officer who served during the fiscal year ended June 30, 2015 (collectively, the named executive officers). We did not have any other executive officers for the prior fiscal year.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards <sup>(1)</sup> (\$)	Option Awards <sup>(1)</sup> (\$)	Non- Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation (\$)	All Other Compensation (\$)	Total (\$)
Cynthia L. Sullivan	2015	\$ 640,560	\$	\$ 350,001	\$ 350,000	\$	\$ 3,250 <sup>(2)</sup>	\$	\$ 1,343,811
President and Chief Executive Officer	2014	\$ 618,899	\$	\$ 1,249,026	\$ 350,035	\$ 235,181	\$	\$ 3,187 <sup>(2)</sup>	\$ 2,456,328
	2013	\$ 597,970	\$	\$ 346,000	\$ 370,815	\$ 224,239	\$	\$ 3,125 <sup>(2)</sup>	\$ 1,542,149
Dr. David M. Goldenberg Chairman, Chief Scientific Officer and Chief Patent Officer	2015	\$ 604,952 <sup>(3)</sup>	\$	\$ 350,001	\$ 350,000	\$	\$	\$ 153,250 <sup>(2)(4)</sup>	\$ 1,458,203
	2014	\$ 584,495 <sup>(3)</sup>	\$	\$ 1,249,026	\$ 350,035	\$ 286,403	\$	\$ 153,187 <sup>(2)(4)</sup>	\$ 2,623,146
	2013	\$ 564,730 <sup>(3)</sup>	\$	\$ 296,522	\$ 317,986	\$ 282,365	\$	\$ 153,125 <sup>(2)(4)</sup>	\$ 1,614,728
Peter P. Pfreundschuh VP Finance and Chief Financial Officer	2015	\$ 300,000	\$	\$ 248,220	\$ 52,499	\$	\$	\$ 3,250 <sup>(2)</sup>	\$ 603,969
	2014	\$ 235,490 <sup>(5)</sup>	\$	\$	\$ 253,860	\$ 75,000	\$	\$ 1,781 <sup>(2)</sup>	\$ 566,131
	2013	\$	\$	\$	\$	\$	\$	\$	\$

(1) Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. For information regarding assumptions underlying the determination of grant date fair value of option awards in accordance with FASB ASC Topic 718, see Note 8 of the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

(2)

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Includes matching contributions made by us on behalf of each of the named executive officers under our 401(k) plan of \$3,250, \$3,187 and \$3,125 in fiscal years 2015, 2014 and 2013, respectively. The matching contribution for Mr. Pfreundschuh for 2014 was prorated for his term of service during that fiscal year.

- (3) Includes compensation of \$84,000, \$79,000 and \$78,000 paid to Dr. Goldenberg by IBC Pharmaceuticals, our majority-owned subsidiary, for services rendered in fiscal years 2015, 2014 and 2013, respectively.
- (4) Includes additional incentive compensation payments in the amount of \$150,000 paid to Dr. Goldenberg pursuant to his employment agreement for the 2015, 2014 and 2013 fiscal years, respectively. See *Additional Incentive Compensation* on page 40 of this proxy statement for a discussion of these payments.
- (5) Represents salary earned by Mr. Pfreundschuh during his term of service in fiscal year 2014.

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**Table of Contents****Grants of Plan-Based Awards in Fiscal Year 2015 Table**

The table below details fiscal year 2015 grants of plan-based awards received for each of the named executive officers. The equity incentive awards granted in August 2015 for fiscal year 2015 performance, and the restricted stock units granted to Dr. Goldenberg in July 2015 pursuant to his Amended and Restricted Employment Agreement, will appear in next year's proxy statement.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			All Other Stock Awards: Number of Shares of Stock or Units (#) <sup>(2)</sup>	All Other Option Awards: Number of Securities Underlying Options (#) <sup>(2)</sup>	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards <sup>(4)</sup>
		Threshold (\$)	Target (\$)	Maximum (\$)				
Cynthia L. Sullivan	8/14/14	\$	\$ 320,280	\$ 480,420		200,412 <sup>(2)</sup>	\$ 3.32	\$ 350,000
	8/14/14				105,422			\$ 350,001
Dr. David M. Goldenberg	8/14/14	\$	\$ 302,476	\$ 453,714		200,412 <sup>(2)</sup>	\$ 3.32	\$ 350,000
	8/14/14				105,422			\$ 350,001
Peter P. Pfreundschuh	8/14/14	\$	\$ 90,000	\$ 135,000		87,895 <sup>(2)</sup>	\$ 3.32	\$ 153,500
	3/9/15					50,000 <sup>(3)</sup>	\$ 4.01	\$ 94,720
	8/14/14				15,813			\$ 52,499

- (1) Represents target and maximum cash incentive award opportunities for our named executive officers. The cash incentive award is prorated if performance levels are achieved between the target and maximum levels. The methodology and performance criteria applied in determining these potential cash incentive award amounts are discussed under *Compensation Discussion and Analysis Annual Short-Term Cash Incentives* beginning on page 35 of this proxy statement. The actual cash incentive award which may be paid to each named executive officer for their 2015 performance is subject to satisfaction of the Company's strategic goal of out-licensing sacituzumab govitecan, and further determination thereof, and approval by, the Compensation Committee, as discussed under *Compensation Discussion and Analysis Annual Short-Term Cash Incentives* on page 35 of this proxy statement.
- (2) Represents shares of our common stock underlying options granted in August 2014, under the 2014 plan. A description of the terms of the stock awards was disclosed under *Compensation Discussion and Analysis Long-Term Equity Incentive Awards* on page 51 of the 2014 proxy statement.
- (3) Represents stock options awarded to Mr. Pfreundschuh on March 9, 2015, under the 2014 plan for successfully raising \$100 million through a convertible senior notes offering as disclosed under *Compensation Discussion and Analysis Long-Term Equity Incentive Awards* on page 38 of this proxy statement.
- (4) Represents the grant date fair value under FASB ASC Topic 718 of equity awards granted in fiscal year 2015. For information regarding assumptions underlying the FASB ASC Topic 718 valuation of equity awards, see Note 8 of the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

**Table of Contents****Outstanding Equity Awards at Fiscal Year-End 2015 Table**

The following table provides certain summary information concerning outstanding equity awards held by our named executive officers as of June 30, 2015.

Name	Grant Date(1)(2)	Option Awards				Stock Awards		Equity Incentive Plan Awards:	
		Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)
Cynthia L. Sullivan	06/14/2006	150,000			\$ 2.63	06/13/2016			
	06/10/2009	100,000			\$ 2.50	06/09/2016			
	07/23/2010	200,000			\$ 3.28	07/22/2017			
	08/24/2011						9,375	38,063	
	08/27/2012	125,950	57,250		\$ 3.46	08/26/2019			
	08/27/2012						31,250	126,875	
	08/16/2013	51,713	66,490		\$ 5.13	08/15/2020			
	08/16/2013						38,378	155,815	
	08/16/2013						136,453	700,004	
	08/14/2014		200,412		\$ 3.32	08/13/2021			
08/14/2014						105,422	428,013		
Dr. David M. Goldenberg	06/14/2006	150,000			\$ 2.63	06/13/2016			
	06/10/2009	325,000			\$ 2.50	06/09/2016			
	07/23/2010	250,000			\$ 3.28	07/22/2017			
	08/24/2011						12,500	50,750	
	08/27/2012	108,006	49,094		\$ 3.46	08/26/2019			
	08/27/2012						26,782	108,735	
	08/16/2013	51,713	66,490		\$ 5.13	08/15/2020			
	08/16/2013						38,378	155,815	
	08/16/2013						136,452	699,999	
	08/14/2014		200,412		\$ 3.32	08/13/2021			
08/14/2014						105,422	428,013		
Peter P. Pfreunds Schuh	09/03/2013	32,512	42,188		\$ 5.85	09/02/2020			
	08/14/2014		87,895		\$ 3.32	08/13/2021			
	08/14/2014						15,813	64,201	
	03/09/2015		50,000		\$ 4.01	03/08/2015			

- (1) Each stock option grant issued in fiscal year 2006 was granted under the 2002 Stock Option Plan and has a term of 10 years measured from the grant date and vested ratably, 25% per year, during the first 4 years of service with us measured from the grant date. Each stock option granted in fiscal years 2013, 2012, 2011, 2010, 2009, and 2008 were granted under the 2006 Plan, and each stock option granted in fiscal years 2015 and 2014 were granted under the 2014 Plan. Each stock option granted under each of the 2006 Plan and the 2014 Plan has a term of 7 years measured from the grant date and vests ratably, 25% after the first year from the date of grant and 6.25% for each subsequent three-month period, during the first 4 years of service with us measured from its grant date. Upon a change in control, unvested stock options will become fully vested and exercisable on the date on which the change in control occurs if the acquirer does not agree to assume and continue the awards or grant substitute cash retention awards of similar value, measured as of the date of the change in control transaction, to the holders of the stock options. Ms. Sullivan's employment agreement provides for accelerated vesting of her stock options if her employment is involuntarily terminated coincident with or within one year after a change in control of the Company. Dr. Goldenberg's employment agreement provides for accelerated vesting of his outstanding unvested stock options upon a change in control. In addition, all stock options held by Ms. Sullivan and Dr. Goldenberg will remain exercisable for a period of 24 months following the end of the remaining balance of the term of their employment agreements but not beyond the original term of the stock option.

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- (2) Stock awards granted to named executive officers have a term of four years from the date of grant and vest ratably, 25% after the first year from date of grant and 6.25% for each subsequent three-month period. Upon a change in control, all stock awards held by our named executive officers, if not assumed or continued by the acquiring company or replaced with a cash retention award of like value, will become fully vested on the date on which the change in control occurs. Ms. Sullivan's employment agreement provides for accelerated vesting of her stock awards if her employment is involuntarily terminated coincident with or within one year after a change in control of the Company. Dr. Goldenberg's employment agreement provides for accelerated vesting of his outstanding unvested stock awards upon a change in control.
- (3) Based on the \$4.06 per share closing price of our common stock on June 30, 2015, as reported by the NASDAQ Global Market.

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**Table of Contents****Fiscal Year 2015 Option Exercises and Stock Vested Table**

The following table provides information regarding the exercise of options and the vesting of restricted stock units for each of the named executive officers during fiscal year 2015.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise <sup>(1)</sup> (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting <sup>(2)</sup> (\$)
Cynthia L. Sullivan	250,000	\$ 529,500	150,827	\$ 657,600
Dr. David M. Goldenberg	450,000	\$ 1,063,500	159,753	\$ 692,300
Peter P. Pfreundschuh		\$		\$

- (1) Based upon the difference between the closing price of our common stock on the dates of exercise, as reported by the NASDAQ Global Market, and the exercise price of the options exercised on the respective exercise dates.
- (2) Based on the closing price of our common stock on the applicable vesting dates, as reported by the NASDAQ Global Market.

**Equity Compensation Plans**

The following table provides information with respect to our compensation plans under which equity compensation is authorized as of June 30, 2015.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	5,232,221	\$ 3.01	12,119,108
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>5,232,221</b>	<b>\$ 3.01</b>	<b>12,119,108</b>

**The Immunomedics, Inc. 2014 Long-Term Incentive Plan**

All long-term equity incentive awards that we grant to our named executive officers are granted under the terms of the 2014 Plan. The terms of the equity incentive awards granted to our named executive officers in fiscal year 2015 are discussed under *Compensation Discussion and Analysis – Long-Term Equity Incentive Awards* on page 38 of this proxy statement.

**Retirement Plan**

We maintain a retirement plan established in conformity with Section 401(k) of the Internal Revenue Code of 1986, as amended. All of our employees are eligible to participate in the retirement plan and may, but are not obligated to, contribute a percentage of their salary to the retirement plan, subject to certain limitations. Each year, we may contribute as a discretionary matching contribution to the retirement plan a percentage of each employee's contribution to the retirement plan, which does not exceed 5.0% of the employee's salary. We may also make an

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additional contribution to the retirement plan. Employee contributions vest immediately. Our contributions vest 20% after two years from the date of hire and, thereafter, at the rate of 20% per year for the following four years. A participant also becomes fully vested upon death, retirement at age 65 or if they become disabled while an employee. Benefits are paid following termination of employment or upon the occurrence of financial hardship. It is not possible to estimate the benefits that any participant may be entitled to receive under

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the retirement plan since the amount of such benefits will be dependent upon, among other things, our future contributions, future net income earned by the contributions and forfeitures upon future terminations of employment. For the 2015, 2014 and 2013 fiscal years we have not contributed to the retirement plan in excess of \$3,250, \$3,187 and \$3,125 per year, respectively, for any of our named executive officers.

**Employment Contracts, Termination of Employment and Change-in-Control Arrangements**

**Cynthia L. Sullivan Employment Agreement**

On June 19, 2014, we entered into a Fifth Amended and Restated Employment Agreement with Ms. Sullivan pertaining to Ms. Sullivan's service to the Company as the Company's President and Chief Executive Officer (the Sullivan Agreement). A summary of the entire Sullivan Agreement is set forth below.

The Sullivan Agreement, which was effective as of July 1, 2014, will continue, unless earlier terminated by the parties, until July 1, 2017 (the Term). Ms. Sullivan's current annual base salary under the Sullivan Agreement is \$640,560. Ms. Sullivan's base salary is reviewed annually by the Board or the Compensation Committee. Ms. Sullivan is also eligible to participate in the Company's incentive compensation plan in place for its senior level executives. In connection with her participation in the Company's incentive plan, Ms. Sullivan is eligible to receive an annual discretionary bonus determined by the Compensation Committee based upon certain performance standards to be determined by the Compensation Committee.

The expiration of the Sullivan Agreement in the absence of a successor employment agreement shall be deemed a termination of Ms. Sullivan's employment without cause (as defined in the Sullivan Agreement) for purposes of the Sullivan Agreement; provided, however, that if the Company presents to Ms. Sullivan, on or before March 1, 2017, a written offer to extend the Term on substantially the same terms and conditions as set forth in the Sullivan Agreement or on terms and conditions that, in the aggregate, are more economically favorable to Ms. Sullivan than as set forth in the Sullivan Agreement, as determined in the good faith discretion of the Compensation Committee, and Ms. Sullivan does not accept such offer, then the expiration of the Sullivan Agreement in the absence of a successor employment agreement shall be deemed a voluntary termination of Ms. Sullivan's employment for purposes of the Sullivan Agreement.

Ms. Sullivan's annual bonus target remains at 50% of her base salary, subject to achievement of performance goals, with a potential payout from 0 to 150% of the target amount. Ms. Sullivan is also eligible to receive equity compensation awards under the 2014 Plan, or any such successor equity compensation plan as may be in place from time to time.

In the event Ms. Sullivan's employment is terminated without cause (as defined in the Sullivan Agreement) or Ms. Sullivan terminates employment for good reason (as defined in the Sullivan Agreement) before a change in control (as defined in the Sullivan Agreement), the Sullivan Agreement provides that Ms. Sullivan will be entitled to receive severance payments in an amount equal to the sum of: (x) 200% of her base salary in effect at the time of her termination, and (y) 200% of the target bonus established for the fiscal year in which her employment terminates. The severance amount will be paid in monthly installments over the 24-month period following her termination. Ms. Sullivan also will be entitled to receive the annual bonus earned based on actual performance, if any, payable for the fiscal year in which the termination occurs (prorated to reflect her actual period of service during such fiscal year). In addition, the Company will pay Ms. Sullivan for the incremental cost of maintaining continued medical coverage for herself and any eligible dependents for a period of 18 months following her termination date above the required monthly employee payment for such coverage calculated as if Ms. Sullivan had continued to be an employee of the Company throughout such period.

In the event Ms. Sullivan's employment terminates without cause or for good reason within one year following a change in control (as defined in the Sullivan Agreement), the Sullivan Agreement provides that Ms. Sullivan will be entitled to receive a lump sum severance payment in an amount equal to the sum of (x) 300% of her base salary in effect at the time of her termination and (y) 300% of the target bonus established

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for the fiscal year in which the date of termination occurs. Ms. Sullivan also will be entitled to receive the annual bonus earned based on actual performance, if any, payable for the fiscal year in which the termination occurs (prorated to reflect her actual period of service during such fiscal year). In addition, for a period of 18 months following such termination, the Company will pay Ms. Sullivan on a monthly basis the incremental cost of maintaining continued medical coverage for herself and any eligible dependents above the required monthly employee payment for such coverage calculated as if Ms. Sullivan had continued to be an employee of the Company throughout such period.

As a condition to payment of the severance described above, Ms. Sullivan is required to execute a written release of any and all claims against the Company and all related parties with respect to all matters arising out of her employment by the Company, or the termination thereof.

Upon termination without cause or for good reason within one year following a change in control, all stock options, restricted stock and other equity rights held by Ms. Sullivan will become fully vested and exercisable. In addition, all stock options held by Ms. Sullivan will remain exercisable for a period of 24 months following the end of the remaining balance of the term of her employment agreement. In no event, however, will the options be exercisable beyond their original term or beyond the extension period permitted under Section 409A of the Internal Revenue Code.

Upon termination due to death or disability, Ms. Sullivan shall be entitled to the annual bonus earned based on actual performance, if any, payable for the fiscal year in which the termination occurs, prorated for her period of service during that year.

The Sullivan Agreement provides that throughout the Term and for a period of two (2) years thereafter, Ms. Sullivan shall not (i) without the prior written approval of the Board, compete, directly or indirectly, in the United States or Canada, with the Company in the field of therapeutic antibodies for cancer; or (ii) directly or indirectly solicit any Company customer or employee of the Company. The Sullivan Agreement also provides that Ms. Sullivan shall, during the Term and at all times thereafter, keep confidential all trade secrets and confidential information of the Company. In the event Ms. Sullivan breaches any of the restrictive covenants in the Sullivan Agreement, all severance payments otherwise owed to Ms. Sullivan shall cease immediately.

### **Dr. David M. Goldenberg Employment Agreement**

On July 14, 2015, we entered into the Amended and Restated Employment Agreement with Dr. Goldenberg (the "Goldenberg Agreement").

The Goldenberg Agreement which is effective July 1, 2015, will continue, unless earlier terminated by the parties, until July 1, 2020.

Dr. Goldenberg's annual base salary under the previous employment agreement was \$604,952 for the 2015 fiscal year. Under the Goldenberg Agreement, Dr. Goldenberg's annual salary is \$626,126 for the 2016 fiscal year (the "Base Salary"), which is reviewed annually by our Board or the Compensation Committee. Dr. Goldenberg also remains eligible to participate in our incentive compensation plans in place for our senior level executives. In connection with his participation in our incentive plan, Dr. Goldenberg's annual bonus target is 50% of his Base Salary, subject to achievement of performance goals, with a potential payout from 0 to 150% of the target amount. Dr. Goldenberg will also be eligible to receive equity compensation awards under the 2014 Plan or any such successor equity compensation plan as may be in place from time to time, at the discretion of the Compensation Committee.

In lieu of any annual performance equity or equity-based grants throughout the term of the Goldenberg Agreement, Dr. Goldenberg received a grant of 1,500,000 Performance Units (as such term is defined in the 2014 Plan), which shall vest, if at all, after the three (3) year period commencing on the grant date of July 14, 2015,

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provided the applicable performance milestones (as provided below) are met and conditioned upon Dr. Goldenberg's continued employment through the vesting period, subject to the terms and conditions of the Restricted Stock Units Notice and the Restricted Stock Units Agreement and such other terms and conditions as set forth in the grant agreement.

	<b>Number of RSUs Eligible to Vest</b>
<b>Performance Milestones</b>	
Fair Market Value of one share of Immunomedics, Inc. Common Stock, on the Nasdaq Stock Market or other US established securities exchange or market on which the average closing price is US \$7.35 or higher for the prior 30 consecutive trading days	500,000 RSUs
Fair Market Value of one share of Immunomedics, Inc. Common Stock, on the Nasdaq Stock Market or other US established securities exchange or market on which the average closing price is US \$11 or higher for the prior 30 consecutive trading days	500,000 RSUs
Fair Market Value of one share of Immunomedics, Inc. Common Stock, on the Nasdaq Stock Market or other US established securities exchange or market on which the average closing price is US \$15 or higher for the prior 30 consecutive trading days	500,000 RSUs
<b>Total</b>	<b>1,500,000 RSUs</b>

Under the terms of his employment agreement, Dr. Goldenberg will also be eligible to receive certain additional incentive compensation related to our net income or loss (the "Additional Incentive Compensation Payments"), which remain unchanged from his prior agreement, as follows: With respect to any fiscal year during Dr. Goldenberg's employment in which we record an annual net loss, Dr. Goldenberg will receive as an Additional Incentive Compensation Payment a sum equal to 0.75% of the total Consideration (as defined in the agreement) we receive from any third party transaction, with certain exceptions. In the event we record positive net income with respect to any fiscal year during either the term of Dr. Goldenberg's employment or the 3-year period following termination during which Dr. Goldenberg is subject to non-compete covenants, Dr. Goldenberg will receive a sum equal to 1.5% of our Annual Net Revenue (as defined in the agreement) for each such fiscal year. In accordance with the terms of Dr. Goldenberg's employment agreement, we pay Dr. Goldenberg a minimum of \$150,000 during each fiscal year in equal quarterly payments as a credit against any amounts due to Dr. Goldenberg for Additional Incentive Compensation Payments, Lifetime Royalty Payments, described below, and Dispositions of Undeveloped Assets, described below.

In addition to the Additional Incentive Compensation Payments, under the terms of his employment agreement, we will pay Dr. Goldenberg for each fiscal year a sum equal to a percentage of the annual Product Royalties (as defined in the agreement) we receive pertaining to the products for which Dr. Goldenberg is an inventor and all products using, related to or derived from products for which Dr. Goldenberg is an inventor. These payments will continue for each Patented Product (as defined in the agreement) for the remaining Life of the Patent (as defined in the agreement) covering each Patented Product ("Patent Lifetime Royalty Payments"). The percentage of Product Royalties that we will pay to Dr. Goldenberg on each Patented Product will be determined based on the percentage of Product Royalties that we must pay to external third parties.

Patent Lifetime Royalty Payments shall be due and owing from us to Dr. Goldenberg (or his estate or designated beneficiaries) throughout the Life of the Patent both during his employment with us and after his employment terminates, except that Patent Lifetime Royalty Payments shall not be payable in the event an arbitrator or court finds that Dr. Goldenberg committed a material breach of his covenants contained in the Goldenberg Agreement. During the term of the Goldenberg Agreement, any quarterly payment of Patent Lifetime Royalty Payments will be paid to Dr. Goldenberg only to the extent that such Patent Lifetime Royalty Payments exceed the quarterly Minimum Payment (as defined in the Goldenberg Agreement) paid to him as described below.

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In the event we complete a Disposition (as defined in the Goldenberg Agreement) during the term of the Goldenberg Agreement, or within three years thereafter, of any one or more of our Undeveloped Assets (as defined in the Goldenberg Agreement) for which Dr. Goldenberg was an inventor, we will pay Dr. Goldenberg a sum equal to at least twenty percent, or more (as determined by the Board), of the Consideration we receive from each Disposition; provided, however that no such payment shall be due in the event an arbitrator or court finds that Dr. Goldenberg committed a material breach of his covenants contained in the Goldenberg Agreement. Our obligation to compensate Dr. Goldenberg upon Dispositions of Undeveloped Assets applies to all Dispositions completed within the term of the Goldenberg Agreement or within three years thereafter, even if we actually receive the Consideration at some time after the three year period elapses.

We agree to make a minimum payment of \$150,000 (the Minimum Payment ) to Dr. Goldenberg during each of our fiscal years during the term of the Goldenberg Agreement, payable in equal quarterly payments, as an advance against the amounts due to Dr. Goldenberg as Additional Incentive Compensation, Patent Lifetime Royalty Payments and Dispositions of Undeveloped Assets.

The Goldenberg Agreement provides that in the event we terminate Dr. Goldenberg s employment at any time without Good Cause (as defined in the Goldenberg Agreement) or Dr. Goldenberg resigns for Good Reason (as defined in the Goldenberg Agreement), Dr. Goldenberg will be entitled to receive a lump-sum severance payment in an amount equal to three times his Total Annual Compensation for the contract year in which the termination occurs. For this purpose, Total Annual Compensation is the sum of Dr. Goldenberg s annual base salary in effect at that time, the target bonus established for the fiscal year in which the date of termination occurs, the Minimum Payments due for that contract year, and the Additional Incentive Compensation. In addition, we will pay Dr. Goldenberg on a monthly basis the incremental cost of maintaining continued medical coverage for himself and any eligible dependents for a period of 24 months following his termination date above the required monthly employee payment for such coverage calculated as if Dr. Goldenberg had continued to be an employee of ours throughout such period. Dr. Goldenberg will also be entitled to any benefits accrued in accordance with the terms of any applicable benefit plan and program of the Company. In the event we request that Dr. Goldenberg provide services to us after his employment has terminated, we will pay for the reasonable cost of an office and administrative assistant support for Dr. Goldenberg.

The Goldenberg Agreement also provides that in the event of a Change in Control (as defined in the Goldenberg Agreement), if Dr. Goldenberg terminates his employment upon ninety days prior written notice to the Company or its successor, to be effective not later than the second anniversary of a Change in Control of the Company, Dr. Goldenberg will be entitled to receive a lump sum severance payment in an amount equal to three times his Total Annual Compensation. In addition, we will pay Dr. Goldenberg for the incremental cost of maintaining continued medical coverage for himself and any eligible dependents for a period of 36 months following his termination date above the required monthly employee payment for such coverage calculated as if Dr. Goldenberg had continued to be an employee of ours throughout such period. Dr. Goldenberg will also be entitled to receive any benefits accrued in accordance with the terms of any applicable benefit plan and program of the Company.

We may require Dr. Goldenberg to execute a written release of any and all claims against the Company and all related parties with respect to all matters arising out of Dr. Goldenberg s employment by us, or the termination thereof as a condition to receiving the severance payments described above.

The Goldenberg Agreement provides that upon the occurrence of a Change in Control, all stock options, restricted stock and other equity rights held by Dr. Goldenberg will become fully vested and/or exercisable, as the case may be, on the date on which the Change in Control occurs, and all stock options held by Dr. Goldenberg shall remain exercisable, notwithstanding anything in any other agreement governing such options, for a period of 24 months following the end of the remaining balance of the term of the Goldenberg Agreement; provided, however, that in no event will the options be exercisable (a) beyond their original term; or (b) beyond the extension period permitted under Section 409A of the Internal Revenue Code.

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The Goldenberg Agreement provides that throughout the term of the Goldenberg Agreement and for a period of three years thereafter, Dr. Goldenberg shall not (i) without the prior written approval of the Board, compete, directly or indirectly, in the United States or Canada, with us; or (ii) directly or indirectly solicit any Company customer or employee of the Company. The Goldenberg Agreement also provides that Dr. Goldenberg shall, during the term of the Goldenberg Agreement and at all times thereafter, keep confidential all trade secrets and confidential information of the Company. The Goldenberg Agreement also provides that Dr. Goldenberg may continue to work and be compensated by the Company's majority-owned subsidiary, IBC Pharmaceuticals, Inc.

**Peter P. Pfreunds Schuh Change in Control and Severance Agreement**

On March 4, 2014, we entered into a Change in Control and Severance Agreement with Peter P. Pfreunds Schuh, Vice President, Finance and Chief Financial Officer. This agreement provides for severance benefits in the event that Mr. Pfreunds Schuh's employment with the Company is terminated pursuant to either (i) an involuntary termination within twelve (12) months following a Change in Control (as defined in the agreement), or (ii) a termination by the Company, other than for Cause (as defined in the agreement), during the Pre-Closing Period (as defined in the agreement). In the event of such termination, severance benefits for Mr. Pfreunds Schuh will include: (i) a lump sum payment equal to two (2) times the sum of Mr. Pfreunds Schuh's annual base salary and target bonus; (ii) a lump sum payment equal to Mr. Pfreunds Schuh's target bonus, pro-rated for the number of full and/or partial months of the year completed prior to termination; (iii) accelerated vesting of all outstanding time-based equity awards; and (iv) continuation of health care coverage for a specified period.

**Table of Contents****Calculation of Potential Payments upon Termination or Change in Control**

The following table shows potential payments to our named executive officers under their employment agreements in the form in which those agreements existed as of June 30, 2015, or change in control and severance agreement, as the case may be, for various scenarios involving a change in control or termination of employment as described above for each named executive officer. The data in the table reflects June 30, 2015 as a hypothetical termination date or change in control date and, where applicable, reflects amounts calculated using the \$4.06 closing price of our common stock on June 30, 2015 (as reported on the NASDAQ Global Market). All defined terms not defined in this section have the meanings set forth in each officer's respective employment agreement or change in control and severance agreement.

Name	Trigger	Salary and Bonus (\$)	Health and Welfare Benefits (\$)	Stock Award Vesting Acceleration (\$ (1))	Office and Secretarial Support (\$)	Total (\$)
Cynthia L. Sullivan	Termination without Cause or Resignation for Good Reason (before Change in Control)	\$ 2,241,960	\$ 29,479			\$ 2,271,439
	Termination without Cause or Resignation for Good Reason (following a Change in Control)	\$ 3,202,800	\$ 29,479	\$ 1,485,420		\$ 4,717,699
	Voluntary Termination					
	Disability	\$ 320,280				\$ 320,280
	Death	\$ 320,280				\$ 320,280
Dr. David M. Goldenberg <sup>(2)</sup>	Termination without Cause or Resignation for Good Reason (before Change in Control)	\$ 3,474,760	\$ 39,306		\$ 224,200	\$ 3,738,266
	Termination without Cause or Resignation for Good Reason (following a Change in Control)	\$ 3,474,760	\$ 58,959	\$ 1,475,069	\$ 336,300	\$ 5,345,088
	Expiration or Non-renewal of Employment Agreement by Company	\$ 452,476				\$ 452,476
	Voluntary Termination					
	Disability	\$ 452,476				\$ 452,476
	Death	\$ 452,476				\$ 452,476
Peter P. Pfreunds Schuh	Termination without Cause or Resignation for Good Reason (before Change in Control during the Pre-Closing Period)	\$ 870,000				\$ 870,000
	Termination without Cause or Resignation for Good Reason (following a Change in Control)	\$ 870,000	\$ 28,077	\$ 131,743		\$ 1,029,820
	Expiration or Non-renewal of Employment Agreement by Company					
	Voluntary Termination					
	Disability					
	Death					

(1) The amounts reflected in this column assume that all outstanding stock options and other stock-based awards become fully vested and exercisable, as applicable, upon the occurrence of a change in control. In addition, following a change in control, all stock options held by Dr. Goldenberg will remain exercisable for a period of 24 months following the end of the remaining balance of the term of his employment agreement but not beyond the original term of the stock options. Likewise, if Ms. Sullivan's employment is terminated involuntarily coincident with or within one year following a change in control, all of her outstanding stock options will remain exercisable for a period of 24 months following the end of the remaining balance of the term of her employment agreement but not beyond the original term of the stock options.

(2) The amounts reflected in the Salary and Bonus column include minimum Product Royalties as defined in the Goldenberg Agreement.

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The amounts shown in the table above and the assumptions upon which those amounts are based provide reasonable estimates of the amounts that would have been due to the named executive officers in the event that any of the circumstances described above had occurred on June 30, 2015. The actual amounts due to the named executive officers upon a triggering event will depend upon the actual circumstances and the then-applicable provisions of the employment agreements, change in control and severance agreement, stock option and restricted stock unit agreements and our stock incentive plans.

**Fiscal Year 2015 Pension Benefits Table**

The table disclosing pension benefits is omitted because we do not have any such pension benefit plans.

**2015 Non-Qualified Deferred Compensation Table**

The table disclosing contributions to and aggregate earnings under or distributions from nonqualified deferred compensation is omitted because we do not have any such nonqualified deferred compensation plans.

**Table of Contents****CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Certain of our affiliates, including members of our senior management and Board of Directors, as well as their respective family members and other affiliates, have relationships and agreements among themselves as well as with us and our affiliates, that create the potential for both real, as well as perceived, conflicts of interest. These include Dr. David M. Goldenberg, our Chairman, Chief Scientific Officer and Chief Patent Officer, Ms. Cynthia L. Sullivan, our President and Chief Executive Officer, and certain companies with which we do business.

**Dr. David M. Goldenberg**

Dr. David M. Goldenberg was the founder of our Company 33 years ago and continues to play a critical role in our business. He currently serves as Chairman of our Board of Directors, Chief Scientific Officer and Chief Patent Officer, and he is married to our President and Chief Executive Officer, Ms. Cynthia L. Sullivan. Dr. Goldenberg is a party to a number of agreements with our Company involving not only his services, but also intellectual property owned by him. In addition, Dr. Goldenberg performs services for one of our subsidiaries, IBC Pharmaceuticals, Inc., as well as other businesses with which we are affiliated to varying degrees.

**Relationships with The Center for Molecular Medicine and Immunology**

Our product development has involved, to varying degrees, CMMI, for the performance of certain basic research and patient evaluations, the results of which are made available to us pursuant to a collaborative research and license agreement. Dr. Goldenberg was the founder, President and a member of the Board of Trustees of CMMI.

We have reimbursed CMMI for expenses incurred on behalf of our Company, including amounts incurred pursuant to research contracts, in the amount of approximately \$32,000 during the fiscal year ended June 30, 2013. There were no such payments for the fiscal years ended June 30, 2015 and 2014. In fiscal years ended June 30, 2015, 2014 and 2013 we incurred \$33,000, \$26,000 and \$60,000, respectively, of legal expenses on behalf of CMMI for patent-related matters. We have first rights to license these patents and may decide whether or not to support them. Any inventions made independently of us at CMMI are the property of CMMI. CMMI is currently in the process of dissolving.

**IBC Pharmaceuticals**

IBC Pharmaceuticals, Inc. ( IBC ) is a majority-owned subsidiary of Immunomedics.

As of June 30, 2015, the shares of IBC were held as follows:

<b>Stockholder</b>	<b>Holdings</b>	<b>Percentage of Total</b>
Immunomedics, Inc.	5,615,124 shares of Series A Preferred Stock	73.46%
Third Party Investors	628,282 shares of Series B Preferred Stock	8.22%
David M. Goldenberg Millennium Trust	1,399,926 shares of Series C Preferred Stock	18.32%

100.00%

In the event of a liquidation, dissolution or winding up of IBC, the Series A, B and C Preferred Stockholders of IBC would be entitled to \$0.6902, \$5.17 and \$0.325 per share (subject to adjustment), respectively. The Series A and B stockholders would be paid ratably until fully satisfied. The Series C stockholders would be paid only after the Series A and B stockholders have been fully repaid. These liquidation payments would be made only to the extent the assets of IBC are sufficient to make such payments.



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IBC is engaged in the research and development of novel cancer radioimmunotherapeutics using patented pretargeting technologies with proprietary, bispecific antibodies. Certain of our employees, including Dr. Goldenberg and Ms. Sullivan, are also employed by IBC. In his capacity as our Chief Scientific Officer and Chief Patent Officer and Chairman of IBC, Dr. Goldenberg directs the research and development activities for both Immunomedics and IBC. As a result, the development of new intellectual property is allocated to either Immunomedics or IBC and, in some cases is the joint property of Immunomedics and IBC.

In fiscal year 2015, \$84,000 of the compensation received by Dr. Goldenberg was compensation for his services to IBC. At June 30, 2015, Dr. Goldenberg was a director of IBC, while Ms. Sullivan, Mr. Pfreundschuh and Mr. Chau Cheng, our Secretary, served as the acting President, Treasurer and Secretary, respectively, of IBC.

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**AUDIT COMMITTEE REPORT**

The Audit Committee's primary function is to assist the Board of Directors in monitoring the integrity of Immunomedics' financial statements, financial reporting process, systems of internal control and the independence and performance of the independent registered public accounting firm.

The Audit Committee is currently composed of three independent, non-employee directors. The Board of Directors and the Audit Committee believe that the Audit Committee's current member composition satisfies the listing standards of the NASDAQ Global Market that govern audit committee composition, including the requirements that:

all audit committee members are independent directors as that term is defined in such listing standards;

all audit committee members are able to read and understand fundamental financial statements; and

at least one audit committee member is financially sophisticated.

The Audit Committee operates under a written charter adopted by the Audit Committee that reflects standards contained in the NASDAQ listing standards. The Audit Committee has reviewed and updated the charter annually. The amended charter was reviewed and reassessed to be in compliance with the applicable NASDAQ and SEC rules. A complete copy of the current charter can be found on our website at [www.immunomedics.com](http://www.immunomedics.com).

The Audit Committee has reviewed and discussed with management and the independent registered public accounting firm Immunomedics audited financial statements as of and for the year ended June 30, 2015.

The Audit Committee has also reviewed and discussed with management and the independent registered public accounting firm management's assessment that Immunomedics maintained effective internal control over financial reporting as of June 30, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

The Company has adopted a Code of Ethics for its senior financial officers which the Audit Committee believes is compliant with the SEC Regulation S-K Item 406.

The Audit Committee discussed with the independent registered public accounting firm the matters required by the Public Company Accounting Oversight Board Auditing Standard No. 16, Communications with Audit Committees.

The Audit Committee has also discussed with the independent registered public accounting firm the matters required to be discussed by this proxy statement.

The Audit Committee has received and reviewed the written disclosures and the letter from the independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence and has discussed with the independent registered accounting firm the independent registered accounting firm's independence. When considering the independent registered public accounting firm's independence, the Audit Committee considered whether their provision of services to Immunomedics beyond those rendered in connection with their audit and review of Immunomedics' consolidated financial statements was compatible with maintaining their independence and discussed with the auditors any relationships that may impact their objectivity and independence. The Audit Committee also reviewed, among other things, the amount of fees paid to the auditors for audit services in fiscal 2015. Information about the auditors' fees for fiscal year 2015 is listed below in this proxy statement under Independent Registered Public Accounting Firm. Based on these discussions and considerations, the Audit Committee is satisfied as to the independent registered public accounting firm's independence.

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Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements referred to above be included in Immunomedics' Annual Report on Form 10-K for the year ended June 30, 2015.

The Audit Committee has also selected KPMG LLP as Immunomedics' independent registered public accounting firm for the fiscal year ending June 30, 2016.

**The Audit Committee**

Mary E. Paetzold, Chairperson

Richard L. Sherman

Don C. Stark

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**Table of Contents****INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has selected, with the approval of the Board of Directors, the firm of KPMG LLP as Immunomedics' independent registered public accounting firm for fiscal 2016. KPMG LLP has served as our independent registered public accounting firm since September 2013. Ernst & Young LLP previously served as our independent registered public accounting firm from July 1, 2002 to June 30, 2013.

Representatives of KPMG LLP are expected to be present at the meeting and will have the opportunity to make a statement if they desire to do so and will also be available to respond to appropriate questions from stockholders.

**Fees of Our Independent Registered Public Accounting Firm**

The following table sets forth the fees billed by KPMG LLP for professional services rendered for the audit of our fiscal 2015 financial statements and the fees billed in fiscal 2015 for the other services listed below.

	2015	2014*
Audit Fees(1)	\$ 479,800	\$ 420,000
Audit-related Fees(2)	30,000	30,000
Tax Fees		
All Other Fees(3)	1,650	1,650
<b>Total</b>	<b>\$ 511,450</b>	<b>\$ 451,650</b>

\* 2015 and 2014 fees do not include \$127,000 and \$270,000, respectively, paid to Ernst & Young LLP as predecessor auditors.

- (1) Audit fees represent fees billed for professional services rendered for the audit of our consolidated annual financial statements, audit of internal controls over financial reporting, review of interim consolidated financial statements, comfort letters, consents and accounting and reporting consultations.
- (2) Audit-related fees represent audit of schedule of grant expenditures related to the proceeds received from the U.S. Department of Health and Human Services.
- (3) All other fees represent subscription fees for an online accounting research tool.

**Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Appointment of Independent Registered Public Accounting Firm and Pre-Approval of Audit and Non-Audit Services**

The Audit Committee charter requires approval of all audit services to be performed by our independent registered public accounting firm.

Prior to engaging KPMG LLP to render the above services, and pursuant to its charter, the Audit Committee approved the engagement for each of the services and determined that the provision of such services by the independent registered public accounting firm was compatible with the maintenance of KPMG LLP's independence in the conduct of its auditing services.

The Audit Committee will use the following procedures for the pre-approval of all audit and permissible non-audit services provided by the independent registered public accounting firm.

Before engagement of the independent registered public accounting firm for the next year's audit, the independent registered public accounting firm will submit a detailed description of services expected to be rendered during that year within each of four categories of services to the Audit Committee for approval.



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1. Audit Services include audit work performed on the financial statements, as well as work that generally only the independent registered public accounting firm can reasonably be expected to provide, including comfort letters, statutory audits, and discussions surrounding the proper application of financial accounting and/or reporting standards.

2. Audit-Related Services are for assurance and related services that are traditionally performed by the independent registered public accounting firm, including due diligence related to mergers and acquisitions, employee benefit plan audits and special procedures required to meet certain regulatory requirements.

3. Tax Services include all services, except those services specifically related to the audit of the financial statements, performed by the independent registered public accounting firm's tax personnel, including tax analysis; assisting with coordination of execution of tax related activities, primarily in the area of corporate development; supporting other tax related regulatory requirements; and tax compliance and reporting.

4. Other Services are those associated with services not captured in the other categories.

Prior to engagement, the Audit Committee pre-approves independent registered public accounting firm services within each category. During the year, circumstances may arise when it may become necessary to engage the independent registered public accounting firm for additional services not contemplated in the original pre-approval categories. In those instances, the Audit Committee requires specific pre-approval before engaging the independent registered public accounting firm.

The Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee has delegated the Audit Committee Chairperson pre-approval authority of up to \$20,000.

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**ADDITIONAL INFORMATION**

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than 10% of our common stock, to file with the SEC initial reports of beneficial ownership and reports of changes in beneficial ownership of the common stock and any other equity securities issued by us. Executive officers, directors and greater than 10% beneficial owners are required by the SEC regulations to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of copies of such reports furnished to us, all Section 16(a) filing requirements applicable to our executive officers, directors and greater than 10% beneficial owners have been complied with. There were no transactions in the fiscal year ended June 30, 2015, by such persons that were not timely reported under Section 16(a).

**Stockholder Proposals for Fiscal 2016 Annual Meeting**

To be considered for inclusion in the proxy statement relating to our Annual Meeting of Stockholders to be held in 2016, stockholder proposals must be received no later than June 23, 2016 and must comply in all other respects with applicable rules and regulations of the Securities and Exchange Commission relating to such inclusion. If we do not receive notice of any matter to be considered for presentation at the Annual Meeting, although not included in the proxy statement, by September 6, 2016, management proxies may confer discretionary authority to vote on the matters presented at the Annual Meeting by a stockholder in accordance with Rule 14a-4 under the Exchange Act. All stockholder proposals should be sent to the attention of Corporate Secretary, Immunomedics, Inc., 300 The American Road, Morris Plains, New Jersey 07950.

**Householding of Meeting Materials**

We have adopted a procedure approved by the Securities and Exchange Commission called householding. Under this procedure, stockholders of record who have the same address and last name and have not previously requested electronic delivery of proxy materials or provided contrary instructions will receive a single envelope containing the Notice for all stockholders having that address. The Notice for each stockholder will include that stockholder's unique control number needed to vote his or her shares. This procedure will reduce our printing costs and postage fees. If, in the future, you do not wish to participate in householding and prefer to receive your Notice in a separate envelope, or if you are receiving multiple Notices and would like to receive a single copy of such materials in the future, please contact the Investor Relations Department at Immunomedics, Inc., 300 The American Road, Morris Plains, New Jersey, 07950, (973) 605-8200 or email Investor Relations at [investor@immunomedics.com](mailto:investor@immunomedics.com). We will respond promptly to such requests.

For those stockholders who have the same address and last name and who request to receive a printed copy of the proxy materials by mail, we will send only one copy of such materials to each address unless one or more of those stockholders notifies us, in the same manner described above, that they wish to receive a printed copy for each stockholder at that address.

Beneficial stockholders can request information about householding from their banks, brokers or other holders of record.

On behalf of the Board of Directors,

CHAU CHENG, *Secretary*

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**Our Annual Report on Form 10-K for the fiscal year ended June 30, 2015 (other than the exhibits thereto) filed with the SEC, which provides additional information about us, is available on the Internet at [www.sec.gov](http://www.sec.gov) or [www.proxyvote.com](http://www.proxyvote.com) and is available in paper form to beneficial owners of our common stock without charge upon written request to Investor Relations, Immunomedics, Inc., 300 The American Road, Morris Plains, New Jersey 07950.**

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**APPENDIX A**

**IMMUNOMEDICS, INC.  
AMENDED AND RESTATED CHARTER  
OF THE AUDIT COMMITTEE**

**I. STATUS**

The Audit Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Immunomedics, Inc. (the "Company").

**II. PURPOSE**

The Committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and reporting practices of the Company. The purpose of the Committee is: (1) to oversee the accounting and reporting processes of the Company and the audits of the financial statements of the Company; (2) to interact directly with, and evaluate the qualifications, performance and independence of, the Company's independent registered public accounting firm; (3) to assist the Board as appropriate in connection with the Board's responsibilities in overseeing the Company's compliance with legal and regulatory requirements; and (4) to take appropriate action in connection with the report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

**III. COMPOSITION; MEETINGS AND OPERATIONS**

The Committee shall consist of at least three directors who shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board. Each member of the Committee, in the judgment of the Board, shall be an independent director of the Company as that term is defined by the Sarbanes-Oxley Act of 2002 (the "S-O Act"), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Rule 10A-3(b)(1) of the Exchange Act, the rules of The NASDAQ Global Market, and any other law, rule or regulation applicable to the Company. No member of the Committee shall have participated in the preparation of the financial statements of the Company or any of its subsidiaries at any time during the past three years.

All members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand the Company's financial statements, including its balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including serving or having served as a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Also, at least one member of the Committee shall qualify as an audit committee financial expert as that term is defined in the S-O Act and the final rules promulgated thereunder and as determined by the Board.

Committee members and a Chairperson of the Committee shall be appointed by the Board. If a Committee Chairperson is not designated or present, the members of the Committee may designate a Chairperson by majority vote of the Committee membership.

A majority of the Committee shall constitute a quorum for the transaction of business. The Committee may act by a majority vote of the members present at a duly constituted meeting of the Committee. In the absence or disqualification of a member of the Committee, the members present, whether or not they constitute a quorum, may unanimously appoint another independent member of the Board to act at the meeting in the place of an absent or disqualified member. In the event of a tie vote on any issue voted upon by the Committee, the Committee Chairperson's vote shall decide the issue.

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The Committee shall meet, in person or telephonically, at least four times annually, or more frequently as circumstances dictate. The Committee Chairperson shall prepare and/or approve an agenda in advance of each meeting. The Committee should meet privately in executive session at least annually with management, the independent registered public accounting firm and as a committee to discuss any matters that the Committee or each of these groups believes should be discussed. The Committee shall make regular reports to the full Board.

The Committee shall have the authority to conduct any investigation appropriate to fulfilling its duties and responsibilities, and shall have direct access to the Company's independent registered public accounting firm as well as anyone in the Company. The Committee has the ability to retain and pay, at the Company's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm for the purpose of rendering or issuing an audit report or performing other audit, review or attest services and to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have the authority to delegate to one or more members of the Committee the authority to pre-approve audit and permitted non-audit services. Such members must report grants of pre-approval to the full Committee at its next scheduled meeting. In addition, the Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend a Committee meeting and to provide such pertinent information as may be requested by the Committee.

## **IV. RESPONSIBILITIES AND DUTIES**

The Committee's role is one of oversight. While the Committee has the responsibilities set forth in this Charter, the Committee relies on the expertise and knowledge of management and the independent registered public accounting firm in carrying out its oversight responsibilities. Management is responsible for determining that the Company's financial statements are complete and accurate and are prepared in accordance with U.S. generally accepted accounting principles ( GAAP ). The independent registered public accounting firm is responsible for auditing the Company's financial statements. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP.

In carrying out its duties and responsibilities, the Committee shall:

### **Financial Reporting**

1. Review with management and the independent registered public accounting firm the Company's year-end audited financial statements to determine whether to recommend to the Board that the Company's audited financial statements be filed with the SEC in its Annual Report on Form 10-K.
2. Discuss the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations, with management and the independent registered public accounting firm.
3. Review with the independent registered public accounting firm and financial and accounting personnel: (i) significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements, and the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company, and (ii) the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable.

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4. Review and discuss reports from the independent registered public accounting firm regarding: (i) all critical accounting policies and practices to be used; (ii) all alternative treatments within GAAP for policies and procedures related to material items that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm; (iii) other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences; and (iv) any significant disagreements with management.
5. In consultation with management and the independent registered public accounting firm, consider the integrity of the Company's financial reporting processes, internal controls and disclosure controls and procedures. Discuss the Company's policies for financial risk assessment and management, including the Company's significant financial risk exposures and the steps management has taken to monitor, control and report such exposures.
6. Review with management and the independent registered public accounting firm the Company's quarterly financial information prior to the filing with the SEC of the Company's Quarterly Report on Form 10-Q.
7. Discuss generally (*i.e.*, the nature of information to be presented and the type or form of presentation to be made in) the Company's earnings press releases.
8. Review and discuss with management, and the independent registered public accounting firm, the attestation report provided by the independent registered public accounting firm.
9. On a quarterly basis, review and discuss with the independent registered public accounting firm and management (including the Company's Chief Executive Officer and Chief Financial Officer), as appropriate, the following:
  - (a) the certifications of the principal executive officer and principal financial officer required to be made in connection with the Company's periodic reports under the Exchange Act and the S-O Act;
  - (b) all significant deficiencies in the design or operation of internal controls over financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial data, including any material weaknesses in internal controls over financial reporting identified by the Company's independent registered public accounting firm;
  - (c) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls over financial reporting; and
  - (d) any significant changes in internal controls over financial reporting or in other factors that could significantly affect internal controls over financial reporting, including any corrective actions with regard to significant deficiencies and material weaknesses.
10. Consider important trends and developments in financial reporting practices as the Committee may, in its discretion, determine to be advisable. The Committee may seek guidance from expert advisors in evaluating such developments.
- 11.

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Prepare the annual Audit Committee Report required by Item 407(d) of Regulation S-K to be included where necessary in the Company's proxy statement relating to its annual meeting of stockholders.

12. Review all related party transactions (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K) on an ongoing basis, and all such transactions must be approved by the Committee.

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**Independent Registered Public Accounting Firm**

13. Be directly responsible for the appointment, retention, termination, compensation and oversight of any registered public accounting firm engaged to issue audit reports on the Company's financial statements and internal control over financial reporting or perform other audit, review or attest services for the Company (including resolution of disagreements between management and the registered public accounting firm regarding financial reporting).
14. Have ultimate authority to approve all audit engagement fees and terms of the engagement of the independent registered public accounting firm, who shall report directly to the Committee.
15. Review and evaluate the experience, qualifications and performance of the senior members of the independent registered public accounting firm on an annual basis
16. On an annual basis, ensure receipt from the independent registered public accounting firm of a formal written statement delineating all relationships between the auditors and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board, and actively engage in a dialogue with the registered public accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the registered public accounting firm, and take, or recommend that the full Board take, appropriate action to oversee the independence of the independent registered public accounting firm. The Committee shall confirm the regular rotation of the lead audit partner and reviewing partner as required by Section 203 of the S-O Act.
17. Review and pre-approve all audit, review, attest and non-audit services not prohibited by Section 201 of the S-O Act (as codified in Section 10A(g) of the Exchange Act) and the final rules promulgated thereunder to be provided by the independent registered public accounting firm (except those services that satisfy the *de minimis* exception set forth in Section 10A(i) of the Exchange Act). As described in this Charter under Composition; Meetings and Operations, the Committee has the authority to delegate this pre-approval responsibility to one or more members of the Committee.
18. Review and discuss the independent registered public accounting firm's audit plan, including responsibilities, scope, budget, staffing, locations, reliance upon management and general audit approach.
19. Prior to releasing the Company's year-end earnings, discuss the results of the audit with the independent registered public accounting firm.
20. Discuss with the independent registered public accounting firm any matters required to be communicated to the Committee by the Public Company Accounting Oversight Board Auditing Standard No. 16, Communications with Audit Committees, relating to the conduct of the audit. Such discussion should include any changes required in the planned scope of the audit and any matters communicated by the independent registered public accounting firm to management which the auditors view as material weaknesses and reportable conditions of material inadequacies as those terms are generally understood by the accounting profession or regulators.
21. Consider the independent registered public accounting firm's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

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22. Periodically review the independent registered public accounting firm to assure that all partners who perform audit services for the Company have not performed audit services for the Company in any of the years prohibited by applicable laws and regulations and, if necessary, take appropriate action regarding the independent registered public accounting firm, including removal and replacement.
  
23. Review the hiring by the Company of employees or former employees of the independent registered public accounting firm. In addition, the Committee shall pre-approve the hiring of any employee or former employee of the independent registered public accounting firm (within the preceding three fiscal years) for senior positions within the Company, regardless of whether that person was a member of the Company's

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audit team. Notwithstanding the foregoing, the Company will not hire any person if the employment of such person would result in the Company's current independent registered public accounting firm not being independent (as defined under Item 2-01 of Regulation S-X).

**Legal Compliance**

24. Review with management and/or outside legal counsel, as appropriate, any legal and regulatory matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
25. Timely report any non-audit service(s) being performed by the independent registered public accounting firm to the Company's Chief Financial Officer (or such employee of the Company that performs a similar function or is designated by such officer for this purpose) so that such information may be disclosed in the Company's SEC filings as necessary.

**Other Responsibilities**

26. Review and reassess the adequacy of this Charter at least annually. Submit any proposed changes to the Charter to the Board for approval. Ensure inclusion of this Charter in the Company's annual proxy statement at least once every three years or as required by SEC regulations.
27. Take appropriate action in connection with the report required by the rules of the SEC to be included in the Company's annual proxy statement (and any other required reports).
28. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.
29. Review, and update periodically, in consultation with the Company's Nominating and Corporate Governance Committee, the Company's Business Conduct Guidelines and ensure that management has established a system to enforce such guidelines.
30. Meet separately, periodically with management and the independent registered public accounting firm.
31. Maintain minutes of meetings and periodically report to the full Board on significant results of the foregoing activities.
32. Perform any other activities consistent with this Charter, the Company's bylaws and governing law as the Committee or the Board deems necessary or appropriate.
33. Perform an annual self-assessment of the Committee's performance.

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**APPENDIX B**

**IMMUNOMEDICS, INC.**

**AMENDED AND RESTATED CHARTER**

**OF THE COMPENSATION COMMITTEE**

**I. Membership**

The Compensation Committee (the "Committee") is annually appointed by the Board of Directors (the "Board") of Immunomedics, Inc. (the "Company"). The Committee shall consist of two or more directors all of whom shall be independent (as determined by the Board acting with the advice of legal counsel) in accordance with applicable law and the rules of The NASDAQ Global Market, or such other exchange on which the Company's common stock is then listed. In this regard, a person may serve on the Committee only if the Board determines that he or she: (i) is a Non-employee Director for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); (ii) satisfies the requirements of an outside director for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended ( "Section 162(m)"); and (iii) is independent in accordance with the listing standards of The NASDAQ Global Market. The Board shall designate a member of the Committee to serve as the Committee's Chair.

**II. Meetings**

The Committee shall meet at least once per fiscal year and at such other times as it determines to be necessary or appropriate. The Committee shall prepare minutes of each meeting and report to the Board at the next meeting of the Board following each such Committee meeting. The Committee may adopt such rules and procedures for the conduct of its affairs as it deems necessary or appropriate. These must be consistent with the Company's Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee may designate one or more of the members to act for the Committee for specific actions. The Committee may form and delegate such authority of the Committee as it deems appropriate to one or more subcommittees, subject to the applicable requirements of the exemptions from Section 16(b) of the Exchange Act and Section 162(m).

**III. Responsibilities**

The Committee shall:

1. Review and approve periodically a general compensation policy and salary structure for management and all other employees of the Company and its subsidiaries, which takes into consideration, among other things, business and financial objectives, industry and labor market best pay practices, peer company practices, competitive pressures and such other information as may be deemed appropriate by the Committee.
2. Recommend to the Board an executive compensation policy that is designed to:

support overall business strategies and objectives,

attract, retain and motivate key executives,



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link compensation with business objectives and organizational performance,

align executive officers' interests with those of the Company's stockholders, and

provide competitive compensation opportunities.

3. Review the job performance of and approve the base salary and all salary changes for (a) the Chief Executive Officer and the President, and (b) with the involvement of the Chief Executive Officer and the President, the other officers of the Company, including, as applicable, review of performance target goals established from time to time at the beginning of a performance period and determination of whether performance goals have been achieved at the end of a performance period. Any deliberations or decisions relating to the compensation of the Chief Executive Officer or the President shall be made outside the presence of the Chief Executive Officer or the President, as applicable.

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4. Approve bonus, profit sharing, stock options, restricted stock awards and other incentive compensation of the Chief Executive Officer and other officers of the Company. After consultation with senior management, approve, in the aggregate, stock options, other equity compensation and annual bonuses for all other employees.
5. Engage independent compensation consultants or outside legal consultants as necessary or appropriate to advise the Committee and shall be directly responsible for the appointment, compensation and oversight of such consultant's work. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants as established by the Committee. The Committee shall conduct the independence analysis and consider the factors described in Rule 10C-1 promulgated under the Exchange Act before retaining compensation consultants, legal consultants, accounting consultants or other experts.
6. Review and approve incentive compensation plans, changes to existing incentive compensation plans and the operating rules under the Company's incentive compensation plans, and recommend, where appropriate, Board approval of such plans. Review the non-employee or independent directors' compensation program for competitiveness and plan design and recommend changes as appropriate to the Board. The Committee shall approve any inducement awards granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 5635(c)(4).
7. Evaluate whether the Company's incentive compensation plans encourage undue risk-taking by the Company's Chief Executive Officer, President or any other officers and review the requisite disclosure in the Company's Annual Report on Form 10-K or annual proxy statement on Schedule 14A.
8. Administer the Company's equity-based plans.
9. Review and discuss annually with management the Company's Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K (CD&A).
10. Consider annually whether to recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, annual proxy statement on Schedule 14A or information statement on Schedule 14C.
11. Prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K. The Committee shall annually prepare a report on executive officer compensation as required by the Securities and Exchange Commission (the Commission) under the Exchange Act to be included in the Company's annual proxy statement or Annual Report on Form 10-K filed with the Commission.
12. Review its Charter annually and undertake additional activities within the scope of its Charter as the Committee may from time to time determine.
13. Act on behalf of the Board on compensation matters that require action between regularly scheduled Board meetings.
14. Perform an annual self-assessment of the Committee's performance.

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**APPENDIX C**

**IMMUNOMEDICS, INC.**  
**AMENDED AND RESTATED CHARTER**  
**OF THE GOVERNANCE AND NOMINATING COMMITTEE**

**I. Purpose**

The Governance and Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Immunomedics, Inc. (the "Company") to:

With the assistance of management, assure that the Board and the Company maintain a standard of corporate governance that conforms to the rules and regulations of the Securities and Exchange Commission and the NASDAQ Global Market;

Review and provide advice and guidance with respect to the Company's corporate governance guidelines and other policies and procedures relating to corporate governance developed by management in consultation with legal counsel and recommend approval, as applicable, by the Board;

Review the Company's existing corporate governance guidelines, policies and procedures, and periodically review legal and other developments relating to such guidelines, policies and procedures in consultation with the Audit Committee and legal counsel as appropriate;

Lead the Board in its annual review of the Board's and its committees' performance;

Identify qualified individuals to become Board members, and recommend to the Board the director nominees for the next annual meeting of stockholders;

Recommend nominees for each committee of the Board; and

Review the recommendations made by the CEO of individuals to serve in the senior executive officer positions of the Company, in consultation with the Compensation Committee as necessary or appropriate, and make recommendations to the Board.

**II. Membership**

The Committee shall consist of at least two of the members of the Board. All of the members of the Committee shall be independent (as determined by the Board acting with the advice of legal counsel) in accordance with the rules of the NASDAQ Global Market. The Board shall appoint the members of the Committee, each of whom shall serve on the Committee until the earlier of such member's (i) removal by the Board or (ii) death or resignation. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee deems appropriate, provided any such subcommittee is composed entirely of independent directors as defined under the then-current listing standards of the NASDAQ Global Market. The subcommittee may consist of one independent director. The Board shall designate a member of the Committee to serve as the Committee's Chair.

**III. Meetings**

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities or as otherwise required by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The act of a majority of the Committee members present at a meeting shall be the act of the Committee. Members of the Committee may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.

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The Chair of the Committee or any two members of the Committee (if there are at least two members of the Committee at such time) may fix the time and place of the Committee's meeting, unless the Board shall otherwise provide. In the absence of any member of the Committee, the Committee's members who are present at any meeting of the Committee, whether or not they constitute a quorum, may appoint another director to act in the place of the Committee member who is not present at such meeting, provided that the Board determines that such other director is an independent director in accordance with applicable law, the then-current rules of the NASDAQ Global Market and this Charter.

### **IV. Authority and Responsibilities** **Corporate Governance:**

The Committee shall:

Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year;

Recommend policies on Board composition, such as the size of the Board, the desired mix of senior executives, persons with a significant relationship to the senior executives and persons without such a relationship, and the desired areas of expertise and levels of experience to be required of the Company's independent directors;

Review key personnel and management succession plans, including a review of the qualifications for and candidates to fill vacancies in senior executive offices of the Company (as recommended by management);

Review and reassess, as necessary, the adequacy of the Company's corporate governance guidelines and other policies and procedures relating to corporate governance, as developed and prepared by management or recommended by legal counsel, and make recommendations to the Board regarding implementation and modification of such guidelines, policies and procedures;

Review and recommend to the Board for approval the Company's Code of Business Conduct;

In consultation with the Compensation Committee of the Board, advise on changes in Board compensation;

Review the direct and indirect relationships of members of the Board with the Company or its management and assisting the Board with its determination of the independence of its members;

Make recommendations on the structure of Board meetings; and

Review the functions of the Company's senior executives and make recommendations on changes.

### **Nominating:**

The Committee shall:

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Establish and periodically review the criteria and qualifications for membership on the Board, including the diversity of the professional experience, education and skills, as well as diversity of origin, for Board members and prospective nominees and, in consultation with legal counsel, ensure the proper disclosure of such criteria and qualifications and considerations of diversity in the Company's annual proxy statement;

Review the qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors, of and recommend to the Board nominees for election to the Board at each annual meeting of stockholders and fill vacancies on the Board;

Establish policies and procedures for stockholders to introduce and recommend to the Board nominees for election as directors, including the appropriate public disclosure of such policies and procedures, review timely nominations for election of directors received from stockholders and ensure that such stockholders are advised of any final action taken by the Board with respect thereto;

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Recommend to the Board the composition of each committee of the Board, including recommendations for the Chair of each committee;

Have the sole authority to retain and terminate any search firm to be used to identify director candidates and have the sole authority to approve the search firm's fees and other retention terms; and

Have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

**General:**

The Committee shall:

Make regular reports to the Board concerning the Committee's activities;

Annually review its own performance; and

With the assistance of legal counsel as appropriate, review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

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**ANNUAL MEETING OF STOCKHOLDERS OF  
IMMUNOMEDICS, INC.**

**December 2, 2015**

**Please date, sign and mail**

**your proxy card in the**

**envelope provided as soon**

**as possible.**

i Please detach along perforated line and mail in the envelope provided. i

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK  
YOUR VOTE IN BLUE OR BLACK**

**INK AS SHOWN HERE x**

		FOR	AGAINST	ABSTAIN
1. Proposal to elect the nominees listed below as the Directors of the Company.	2. Proposal to approve the compensation of our named executive officers.	..	..	..
	3. Proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2016.	FOR	AGAINST	ABSTAIN
		..	..	..



<b>NOMINEES:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	
◦ David M. Goldenberg	..	..	..	In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the meeting or any adjournment or postponement of the meeting.
◦ Cynthia L. Sullivan	..	..	..	This Proxy when executed will be voted in the manner directed herein. If no direction is made, this Proxy will be voted FOR the election of each Director (Proposal 1), FOR Proposal 2, and FOR Proposal 3.
◦ Arthur S. Kirsch	..	..	..	
◦ Brian A. Markison	..	..	..	If you wish to vote in accordance with the Board of Directors' recommendations, just sign below. You need not mark any boxes.
◦ Mary E. Paetzold	..	..	..	<b>PLEASE CAST YOUR VOTE AS SOON AS POSSIBLE!</b>
◦ Don C. Stark				

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To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

I/we plan to attend the 2015 Annual Meeting "

Signature of Stockholder

Date:

Signature of Stockholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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**IMMUNOMEDICS, INC.**

**300 THE AMERICAN ROAD**

**MORRIS PLAINS, NEW JERSEY 07950**

**PROXY FOR ANNUAL MEETING OF STOCKHOLDERS**

**DECEMBER 2, 2015**

**IMMUNOMEDICS, INC., BOARD OF DIRECTORS SOLICITS THIS PROXY**

The undersigned, revoking any previous proxies relating to these shares, hereby acknowledges receipt of the Notice and Proxy Statement dated October 21, 2015, in connection with the 2015 Annual Meeting of Stockholders to be held at 10:00 a.m., local time, on Wednesday, December 2, 2015, at the offices of Immunomedics, Inc., 300 The American Road, Morris Plains, New Jersey 07950, and hereby appoints Cynthia L. Sullivan and Peter P. Pfreundschuh, and each of them (with full power to act alone), the proxies of the undersigned, with power of substitution to each, to vote all shares of the Common Stock of Immunomedics, Inc. registered in the name provided in this Proxy which the undersigned is entitled to vote at the 2015 Annual Meeting of Stockholders, and at any adjournment or postponement of the meeting, with all the powers the undersigned would have if personally present at the meeting. Without limiting the general authorization given by this Proxy, the proxies are, and each of them is, instructed to vote or act as follows on the proposals set forth in the Proxy.

**This Proxy when executed will be voted in the manner directed herein. If no direction is made, this Proxy will be voted FOR the election of each Director (Proposal 1), FOR the approval of the compensation of our named executive officers (Proposal 2), and FOR the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2016 (Proposal 3).**

**(Continued and to be signed on the reverse side)**

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**ANNUAL MEETING OF STOCKHOLDERS OF  
IMMUNOMEDICS, INC.**

**December 2, 2015**

**PROXY VOTING INSTRUCTIONS**

**MAIL** - Date, sign and mail your proxy card in the envelope provided as soon as possible.

- OR -

**TELEPHONE** - Call toll-free **1-800-690-6903** from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

- OR -

**INTERNET** - Access **www.proxyvote.com** and follow the on-screen instructions. Have your proxy card available when you access the web page.

**COMPANY NUMBER  
ACCOUNT NUMBER**

You may enter your voting instructions at www.proxyvote.com up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

i Please detach along perforated line and mail in the envelope provided IF you are not voting via the Internet or telephone. i

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK  
YOUR VOTE IN BLUE OR BLACK  
INK AS SHOWN HERE x**

		FOR	AGAINST	ABSTAIN
1. Proposal to elect the nominees listed below as the Directors of the Company.	2. Proposal to approve the compensation of our named executive officers.	..	..	..
	3. Proposal to ratify the appointment of KPMG LLP as the Company s	FOR	AGAINST	ABSTAIN
		..	..	..

independent  
registered public  
accounting firm  
for the fiscal year  
ending June 30,  
2016.

NOMINEES:	FOR	AGAINST	ABSTAIN
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<ul style="list-style-type: none"> <li>◦ David M. Goldenberg</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<p>In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the meeting or any adjournment or postponement of the meeting.</p>
<ul style="list-style-type: none"> <li>◦ Cynthia L. Sullivan</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<p>This Proxy when executed will be voted in the manner directed herein. If no direction is made, this Proxy will be voted FOR the election of each Director (Proposal 1), FOR Proposal 2, and FOR Proposal 3.</p>
<ul style="list-style-type: none"> <li>◦ Arthur S. Kirsch</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<p>If you wish to vote in accordance with the Board of Directors' recommendations, just sign below. You need not mark any boxes.</p>
<ul style="list-style-type: none"> <li>◦ Brian A. Markison</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<p>PLEASE CAST YOUR VOTE AS SOON AS POSSIBLE!</p>
<ul style="list-style-type: none"> <li>◦ Mary E. Paetzold</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<p>PLEASE CAST YOUR VOTE AS SOON AS POSSIBLE!</p>
<ul style="list-style-type: none"> <li>◦ Don C. Stark</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<ul style="list-style-type: none"> <li>..</li> </ul>	<p>PLEASE CAST YOUR VOTE AS SOON AS POSSIBLE!</p>

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I/we plan to attend the 2015 Annual Meeting "

Signature of Stockholder

Date:

Signature of Stockholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.