
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): February 26, 2015

ACTINIUM PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-52446

(Commission
File Number)

88-0378336

(IRS Employer
Identification No.)

546 Fifth Avenue, 14th Floor
New York, NY

(Address of principal executive offices)

10036

(Zip Code)

Registrant's telephone number, including area code: **(646) 459-4201**

N/A

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective February 26, 2015, we amended our Certificate of Incorporation to remove the board size provision and update the classified board provision. Pursuant to the staggered board provision, the directors shall be divided into three classes, designated Class I, Class II, and Class III. Class I shall consist of up to three directors, Class II shall consist of up to three directors, and Class III shall consist of up to three directors. Each such director shall serve for a term ending on the date of the third annual meeting of shareholders following the annual meeting at which the director was elected. In order to implement a classified Board of directors, Class I shall serve a twelve (12) month term from the date of the 2013 annual stockholders meeting; Class II shall serve a twenty four (24) month term from the date of the 2013 annual stockholders meeting; and Class III shall serve a thirty-six (36) month term from the 2013 annual stockholders meeting. Directors elected at each annual meeting commencing in 2014 shall be elected for a three year term as specified above. Our board size will be governed by Section 3.1 of our bylaws, that states that “The number of directors who shall constitute the whole board shall be such number not less than one (1) not more than nine (9) as the Board of Directors shall at the time have designated.”

The foregoing description of the Certificate of Amendment of Certificate of Incorporation is qualified in its entirety by reference to the provisions of the Certificate of Amendment of Certificate of Incorporation filed as Exhibit 3.1 to this Form 8-K, which is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached exhibits are deemed to have been filed with the Securities and Exchange Commission:

Exhibit Number	Description
3.1	Certificate of Amendment of Certificate of Incorporation, effective February 26, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 4, 2015

ACTINIUM PHARMACEUTICALS, INC.

By: /s/ Kaushik J. Dave

Name: Kaushik J. Dave

Title: President and Chief Executive Officer

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ACTINIUM PHARMACEUTICALS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2015, AT 10:31 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

**5306858 8100
150269289**

*You may verify this certificate online at
corp.delaware.gov/authver.shtml*



A handwritten signature in black ink, appearing to read "J. Bullock", written over a horizontal line.

Jeffrey W. Bullock, Secretary of State
**AUTHENTICATION: 2154628
DATE: 02-26-15**

*State of Delaware
Secretary of State
Division of Corporations
Delivered 11:57 AM 02/26/2015
FILED 10:31 AM 02/26/2015
SRV 150269289 - 5306858 FILE*

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Actinium Pharmaceuticals, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "TENTH" so that, as amended, said Article shall be and read as follows:

Term. The directors shall be divided into three classes, designated as Class I, Class II, and Class III. Class I shall consist of up to three directors, Class II shall consist of up to three directors, and Class III shall consist of up to three directors. Each such director shall serve for a term ending on the date of the third annual meeting of stockholders following the annual meeting (see attached) at which the director was elected. Notwithstanding the foregoing, each director shall serve until his successor is duly elected and qualified, or until his retirement, death, resignation or removal. No class shall have more than one director than any other class and each class shall be approximately the same size. For example, if there are seven (7) directors, Class I may have 2 directors, Class II may have 2 directors, and Class III may have three directors. In order to implement a classified Board of directors, Class I shall serve a twelve (12) month term from the date of the 2013 annual stockholders meeting; Class II shall serve a twenty four (24) month term from the date of the 2013 annual stockholders meeting; and Class III shall serve a thirty-six (36) month term from the 2013 annual stockholders meeting. Directors elected at each annual meeting commencing in 2014 shall be elected for a 3 year term as specified above.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 26th day of February, 2015.

By: /s/ Kaushik J. Dave
Authorized Officer
Title: President and Chief Executive Officer
Name: Kaushik J. Dave
Print or Type