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): November 20, 2015

ACTINIUM PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

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

757 Third Avenue, 21st Floor New York, NY	**10017**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(732) 243-9495**

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))

Item 8.01 Other Events.

Actinium Pharmaceuticals, Inc. (the "Company") issued a press release on November 25, 2015 regarding a letter that was sent to shareholders outlining recent and expected milestones. A copy of the Company's press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference. On November, 25, 2015, the Company also issued a press release regarding the filing of an Application for Orphan Drug Designation with the U.S. Food and Drug Administration for Iomab-B, a radioimmunotherapeutic that conditions refractory and relapsed Acute Myeloid Leukemia patients for a Hematopoietic Stem Cell Transplant, commonly referred to as a Bone Marrow Transplant. A copy of the Company's press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 20, 2015, pursuant to Section 10.1 of the Amended and Restated Bylaws (as amended, the "Bylaws") of the Company, the board of directors of the Company adopted the Second Amendment to the Amended and Restated Bylaws of the Company (the "Second A&R Bylaws"), effective immediately upon adoption. The Second A&R Bylaws reduce the quorum required for the Company's annual meeting of stockholders from a majority to thirty-four percent (34%) of the voting power of the shares of the Company. A copy of the Second A&R Bylaws is attached as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated into this Item 5.03 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	
99.1	Press Release, dated November 25, 2015
99.2	Press Release, dated November 25, 2015
3.2	Second Amendment to Amended and Restated Bylaws, effective as of November 20, 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: November 27, 2015

ACTINIUM PHARMACEUTICALS, INC.

By: */s/ Kaushik J. Dave*
Name: Kaushik J. Dave
Title: Chief Executive Officer

Exhibit 3.2

SECOND AMENDMENT TO THE AMENDED AND RESTATED BYLAWS, AS AMENDED
APPROVED BY THE BOARD OF DIRECTORS OF
ACTINIUM PHARMACEUTICALS, INC.
EFFECTIVE AS OF NOVEMBER 20, 2015

Section 2.4 of the Amended and Restated Bylaws, as amended (the "Bylaws") of Actinium Pharmaceuticals, Inc. (the "Corporation") is hereby amended to replace Section 2.4 thereof, and the following Section 2.4 be, and hereby is, is authorized, approved and adopted in all respects and, as amended, said Section 2.4 shall be deemed to read as follows:

"Section 2.4 Quorum

Unless otherwise required by law at each meeting of the stockholders, thirty-four percent (34%) in voting power of the shares of the Corporation entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by law.

If a quorum shall fail to attend any meeting, the chairman of the meeting or the holders of a majority of the shares of the stock entitled to vote who are present, in person or by proxy, may adjourn the meeting to another place, date or time.

If a quorum shall fail to attend any meeting, the presiding officer may adjourn the meeting to another place, date, or time. When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted that could have been transacted at the original meeting."

Exhibit 99.1

Actinium Pharmaceuticals, Inc.

Actinium Issues Letter to Shareholders Outlining Recent and Expected Milestones

Iomab-B IND Filing, Clinical Progress and Competitive Position of Actimab-A,
Create Solid Outlook for Drug Candidates Positioning Company for a Strong 2016

NEW YORK, NY – November 25, 2015 - Actinium Pharmaceuticals, Inc. (NYSE MKT: ATNM) ("Actinium" or "the Company"), a biopharmaceutical company developing innovative targeted payload immunotherapeutics for the treatment of advanced cancers, announced today that it has issued a letter to its shareholders outlining the Company's recent and expected milestones. Highlights include:

Key Achievements in 2015

- **Submitted the Iomab-B IND filing in November 2015**
- **Completed the majority of the Phase 1 clinical trial for Actimab-A which will enable the Phase 2 trial to start in 2016**
- **Actimab-A's positive results imply leadership position in the renewed race for CD-33 targeting drugs in AML**
- **Started work on an exciting new indication for one of the drug candidates, with proof of concept studies expected in 2016**
- **Successfully labeled an antibody with Actinium-225, creating an exciting new pipeline candidate with broad hematology applications**
- **Strengthened development team with key senior level hires ahead of the upcoming Phase 3 clinical trial for Iomab-B and Phase 2 trial for Actimab-A in 2016**

"In 2015, the Company achieved several significant milestones for Actimab-A and Iomab-B. With a strong balance sheet and focused strategic plan, we believe we have positioned ourselves to advance both projects forward and to achieve milestones in 2016. We look forward to 2016 and beyond with confidence," said Kaushik J. Dave, Ph.D., MBA, Chief Executive Officer of Actinium Pharmaceuticals.

To read the Letter to Shareholders in full, please visit: http://ir.actiniumpharma.com/shareholder-letters.

About Actinium Pharmaceuticals

Actinium Pharmaceuticals, Inc. (www.actiniumpharma.com) is a New York-based biopharmaceutical company developing innovative targeted payload immunotherapeutics for the treatment of advanced cancers. Actinium's targeted radiotherapy products are based on its proprietary delivery platform for the therapeutic utilization of alpha-emitting actinium-225 and bismuth-213 and certain beta emitting radiopharmaceuticals in conjunction with monoclonal antibodies. The Company's lead radiopharmaceutical product candidate Iomab-B is designed to be used, upon approval, in preparing patients for hematopoietic stem cell transplant, commonly referred to as bone marrow transplant. The Company plans to conduct a single, pivotal, multicenter Phase 3 clinical study of Iomab-B in refractory and relapsed AML patients over the age of 55 with a primary endpoint of durable complete remission. The Company's second product candidate, Actimab-A, is continuing its clinical development in a Phase 1/2 trial for newly diagnosed AML patients over the age of 60 in a single-arm multicenter trial.

Forward-Looking Statement for Actinium Pharmaceuticals, Inc.

This news release contains “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and involve risks and uncertainties, which may cause actual results to differ materially from those set forth in the statements. The forward-looking statements may include statements regarding product development, product potential, or financial performance. No forward-looking statement can be guaranteed and actual results may differ materially from those projected. Actinium Pharmaceuticals undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise.

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Exhibit 99.2

Actinium Pharmaceuticals, Inc.

Actinium Files Orphan Drug Application for Use of Iomab-B in Treating Refractory and Relapsed Acute Myeloid Leukemia in Elderly Patients

Orphan Drug Designation Could Provide Faster Regulatory Review and Financial Incentives

NEW YORK, NY – November 23, 2015 Actinium Pharmaceuticals, Inc. (NYSE MKT: ATNM) ("Actinium" or "the Company"), is a biopharmaceutical company developing innovative targeted payload immunotherapeutics for the treatment of advanced cancers. Actinium announced today that it has filed an Application for Orphan Drug Designation with the U.S. Food and Drug Administration (FDA) for Iomab-B, a radioimmunotherapeutic that conditions refractory and relapsed Acute Myeloid Leukemia (AML) patients for a Hematopoietic Stem Cell Transplant (HSCT), commonly referred to as a Bone Marrow Transplant (BMT). The Company has recently submitted an Investigational New Drug (IND) application for Iomab-B with the FDA and is preparing for a pivotal, Phase 3 trial.

Kaushik J. Dave, Ph.D., MBA, CEO of Actinium stated, "We are pleased to have filed an Application for Orphan Drug Designation for Iomab-B. We are confident that Iomab-B meets the criteria for Orphan Drug Designation and are eager to begin the Phase 3, pivotal trial for Iomab-B. Acute Myeloid Leukemia is the most common acute leukemia affecting adults and accounts for the largest number of annual deaths due to leukemia. Refractory and relapsed AML patients, particularly elderly patients, have very few, if any, treatment options other than a Bone Marrow Transplant. Unfortunately, many of these patients cannot tolerate the intensive chemotherapy given prior to BMT. We believe that Iomab-B will allow a greater number of AML patients to receive a BMT and could be a paradigm shift in the way AML patients are treated."

Actinium's Actimab-A, which is intended to treat newly diagnosed AML patients over the age of 60, received Orphan Drug Designation on December 1, 2014. Results from the Phase 1 portion of Actimab-A's Phase1/2 trial will be presented at the 57 th American Society of Hematology (ASH) Annual Meeting being held in Orlando, Florida on December 4 – 8, 2015. Actimab-A data, including patients from the fourth and final cohort, will be presented in a poster session on December 7, 2015 at 6 pm EST.

About Orphan Drug Status

The FDA, through its Office of Orphan Products Development (OOPD), grants orphan status to drugs and biologic products that are intended for the safe and effective treatment, diagnosis, or prevention of rare diseases or disorders that affect fewer than 200,000 people in the U.S. Orphan drug designation provides a drug developer with certain benefits and incentives, including a period of marketing exclusivity if regulatory approval is ultimately received for the designated indication; potential tax credits on U.S. clinical trials; eligibility for orphan drug grants; and waiver of certain administrative fees.

About Iomab-B

Iomab-B is a radioimmunoconjugate consisting of BC8, a novel murine monoclonal antibody, and iodine-131 radioisotope. BC8 has been developed by the Fred Hutchinson Cancer Research Center to target CD45, a pan-leukocytic antigen widely expressed on white blood cells. This antigen makes BC8 potentially useful in targeting white blood cells in preparation for hematopoietic stem cell transplantation in a number of blood cancer indications, including acute myeloid leukemia (AML), chronic myeloid leukemia (CML), acute lymphoblastic leukemia (ALL), chronic lymphocytic leukemia (CLL), Hodgkin's disease (HD), Non-Hodgkin lymphomas (NHL) and multiple myeloma (MM). When labeled with radioactive isotopes, BC8 carries radioactivity directly to the site of cancerous growth and bone marrow while avoiding effects of radiation on most healthy tissues.

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Forward-Looking Statements for Actinium Pharmaceuticals, Inc.

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