
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): May 5, 2017

ACTINIUM PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

<hr/> <p style="text-align: center;">Delaware (State or other jurisdiction of incorporation)</p>	<hr/> <p style="text-align: center;">000-52446 (Commission File Number)</p>	<hr/> <p style="text-align: center;">74-2963609 (IRS Employer Identification No.)</p>
<hr/> <p style="text-align: center;">275 Madison Avenue, 7th Floor New York, NY (Address of principal executive offices)</p>	<hr/> <p style="text-align: center;">10016 (Zip Code)</p>	

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

N/A

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

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

Emerging growth company

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

Item 1.01 Entry into a Material Definitive Agreement**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.****Contract Amendment**

On May 5, 2017, the Company entered into an amendment to the Amended and Restated Consulting Agreement, dated August 6, 2015 (the "Consulting Agreement") with Mr. Sandesh Seth, our Executive Chairman (the "Amendment"). Pursuant to the Amendment the term of the Consulting Agreement was extended from August 11, 2019 to February 21, 2021. All other provisions of the Consulting Agreement remain unchanged. The Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The above description of the Amendment is only a summary of the terms of the Amendment, and does not purport to be a complete description of such document, and is qualified in its entirety by reference to the Amendment, a copy of which is attached as an exhibit hereto and which is incorporated by reference into this Item 1.01 and Item 5.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Amendment to Amended and Restated Consulting Agreement, dated May 5, 2017, between Sandesh Seth and Actinium Pharmaceuticals, Inc.</u>

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: May 11, 2017

ACTINIUM PHARMACEUTICALS, INC.

By: /s/ Sandesh Seth

Name: Sandesh Seth

Title: Executive Chairman

**AMENDMENT
TO
AMENDED AND RESTATED CONSULTING AGREEMENT**

Pursuant to the terms of the Amended and Restated Consulting Agreement, dated August 6, 2015, by and between Actinium Pharmaceuticals, Inc. and Sandesh Seth (the "Agreement"), the Board of Directors of the Company has duly adopted a resolution approving this Amendment to the Agreement to extend the term of the Agreement to February 11, 2021 as follows:

1. The first sentence of Section 7 (Term and Severance) of the Agreement is hereby amended to read in its entirety as follows:

"The term of your consulting arrangement shall end on February 11, 2021."

2. All other terms and provisions of the Agreement shall remain unchanged and in full force and effect as written.

IN WITNESS WHEREOF, this Amendment to the Amended and Restated Consulting Agreement is made effective this 5th day of May, 2017.

ACTINIUM PHARMACEUTICALS, INC.

By: /s/ Kaushik J. Dave

Name: Kaushik J. Dave

Title: Chief Executive Officer