
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): March 6, 2019

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

Delaware

(State or other jurisdiction
of incorporation)

000-52446

(Commission File Number)

74-2963609

(IRS Employer
Identification No.)

**275 Madison Avenue, 7th Floor
New York, NY**

(Address of principal executive offices)

10016

(Zip Code)

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.

On March 6, 2019, the Company executed an amendment to the Company's 2013 Amended and Restated Stock Plan, as amended (the "Plan Amendment"). The Plan Amendment increases the number of shares of common stock that the Company is authorized to issue under the plan to 22,750,000 shares.

As previously disclosed in Item 5.07 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on December 21, 2018, the Plan Amendment was approved by Actinium's stockholders at the 2018 annual meeting of stockholders held on December 18, 2018. The foregoing description of the Plan Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan Amendment, a copy of which will be filed as an exhibit to our Form 10-K for the year ended December 31, 2018.

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

On March 6, 2019, we filed a Certificate of Amendment to our Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to increase the number of authorized shares of Actinium's common stock from 400,000,000 to 600,000,000 shares (the "Charter Amendment").

As previously disclosed in Item 5.07 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on December 21, 2018, the Charter Amendment was approved by Actinium's stockholders at the 2018 annual meeting of stockholders held on December 18, 2018. The foregoing description of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Charter Amendment, a copy of which will be filed as an exhibit to our Form 10-K for the year ended December 31, 2018.

Dated: March 12, 2019

ACTINIUM PHARMACEUTICALS, INC.

By: /s/ Sandesh Seth

Name: Sandesh Seth

Title: CEO & Chairman