

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

Annual Report Under Section 13 Or 15(d) Of The Securities Exchange Act Of 1934

For the fiscal year ended **December 31, 2019**

or

Transition Report Under Section 13 Or 15(d) Of The Securities Exchange Act Of 1934

For the transition period from ____ to ____

COMMISSION FILE NUMBER: 001-36374

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

Delaware

(State or other jurisdiction of
incorporation or organization)

74-2963609

(I.R.S. Employer
Identification No.)

**275 Madison Avenue, 7th Fl.
New York, NY 10016**

(Address of principal executive offices) (Zip Code)

(646) 677-3870

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of exchange on which registered
Common stock, par value \$0.001	ATNM	NYSE American

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of the chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the act): Yes No

The aggregate market value of voting stock held by nonaffiliates of the registrant as of June 28, 2019, the last business day of the registrant's most recently completed second fiscal quarter, based on the closing price of the common stock on the NYSE AMERICAN on June 28, 2019 was \$39,794,272.

As of May 7, 2020, 303,343,699 shares of common stock, \$0.001 par value per share, were outstanding.

EXPLANATORY NOTE

This Amendment No. 1 to the Annual report on Form 10-K of Actinium Pharmaceuticals, Inc. for the year ended December 31, 2019 as filed with the Securities and Exchange Commission on May 8, 2020 (the "Original Form 10-K") is being filed only for the purpose of filing Exhibit 4.14, which was inadvertently omitted from the Original Form 10-K.

Except as otherwise expressly noted herein, this Amendment No. 1 does not modify or update in any way the Original Form 10-K, nor does it reflect events occurring after the filing of the Original Form 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Form 10-K.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report:

(1) Financial Statements.

No financial statements are filed with this Amendment No. 1. These items were included as part of the Original Form 10-K.

(2) Financial Statement Schedules.

None.

(3) Exhibits

Exhibit Number	Description
1.1	<u>Underwriting Agreement, dated September 28, 2016, by and between H.C. Wainwright & Co., LLC and Actinium Pharmaceuticals, Inc. (incorporated by reference to Exhibit 1.1 to Form 8-K filed on September 29, 2016).</u>
1.2	<u>At Market Issuance Sales Agreement, dated March 16, 2017, between FBR Capital Markets & Co. and Actinium Pharmaceuticals, Inc. (incorporated by reference to Exhibit 1.2 to Form S-3 filed on March 16, 2017).</u>
1.3	<u>Amended and Restated At-the-Market Market Issuance Sales Agreement, dated July 3, 2017, among FBR Capital Markets & Co., MLV & Co. LLC, JonesTrading Institutional Services LLC, and Actinium Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.5 to Form 10-Q filed on August 4, 2017).</u>
1.4	<u>Underwriting Agreement, dated as of July 28, 2017, by and between Actinium Pharmaceuticals, Inc. and Oppenheimer & Co. Inc. as representative of the several underwriters party thereto (incorporated by reference to Exhibit 1.1 to Form 8-K filed on July 28, 2017).</u>
1.5	<u>Dealer-Manager Agreement, dated February 15, 2018, between Maxim Group LLC and Actinium Pharmaceuticals, Inc. (incorporated by reference to Exhibit 1.1 to Form 8-K filed on February 15, 2018).</u>
1.6	<u>Underwriting Agreement, dated April 18, 2019, by and between Actinium Pharmaceuticals, Inc. and William Blair & Company, LLC (incorporated by reference to Exhibit 1.1 to Form 8-K filed on April 18, 2019).</u>
1.7	<u>Underwriting Agreement, dated as of April 21, 2020, by and between Actinium Pharmaceuticals, Inc. and H.C. Wainwright & Co., LLC. (incorporated by reference to Exhibit 1.1 to Form 8-K filed on April 24, 2020).</u>
2.1	<u>Share Exchange Agreement, dated December 28, 2012, by and among Cactus Ventures, Inc., Actinium Pharmaceuticals, Inc., Diane S. Button, and the shareholders of Actinium Pharmaceuticals, Inc. (incorporated by reference to Exhibit 2.1 to Form 8-K filed on January 2, 2013).</u>
2.2	<u>Share Exchange Agreement, dated March 11, 2013, by and among Cactus Ventures, Inc., Actinium Pharmaceuticals, Inc. and the shareholders of Actinium Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.1 to Form 8-K filed on March 11, 2013).</u>
2.3	<u>Share Exchange Agreement, dated August 22, 2013, by and among Actinium Pharmaceuticals, Inc. Actinium Corporation, and the shareholders of Actinium Corporation (incorporated by reference to Exhibit 2.3 to Form S-1/A filed on August 22, 2013).</u>
3.1	<u>Certificate of Incorporation of Actinium Pharmaceuticals, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K filed with the SEC on April 17, 2013).</u>

- 3.2 [Certificate of Amendment to Certificate of Incorporation filed January 7, 2014 \(incorporated by reference to Exhibit 3.5 to Form S-1 filed on January 31, 2014\).](#)
- 3.3 [Certificate of Amendment to Certificate of Incorporation filed February 3, 2014. \(incorporated by reference to Exhibit 3.1 to Form 8-K filed on February 7, 2014\).](#)
- 3.4 [Certificate of Amendment to Certificate of Incorporation \(incorporated by reference to Exhibit 3.1 to Form 8-K filed on March 4, 2015\).](#)
- 3.5 [Amended and Restated Bylaws, dated August 8, 2018 \(incorporated by reference to Exhibit 3.1 to Form 10-O filed on August 9, 2018\).](#)
- 3.6 [Certificate of Amendment to Actinium's Certificate of Incorporation, as amended, filed on February 26, 2018 \(incorporated by reference to Exhibit 3.1 to Form 8-K filed on February 26, 2018\).](#)
- 3.7 [Certificate of Amendment to Actinium's Certificate of Incorporation, as amended, filed on March 6, 2019 \(incorporated by reference to Exhibit 3.7 to Form 10-K filed on March 15, 2019\).](#)
- 3.8 [Amended and Restated Bylaws, dated May 7, 2020. \(incorporated by reference to Exhibit 3.1 to Form 8-K filed on May 5, 2020\).](#)
- 4.1 [Form of Common Stock Warrant, dated December 27, 2013 and January 10, 2014 \(incorporated by reference to Exhibit 4.8 to Form S-1 filed on January 31, 2014\).](#)
- 4.2 [Form of Warrant \(incorporated by reference to Exhibit 4.1 to Form 8-K filed on February 6, 2015\).](#)
- 4.3 [Form of Warrant \(incorporated by reference to Exhibit 10.1 to Form 8-K filed on July 28, 2017\).](#)
- 4.4 [Form of Warrant Agency Agreement between Action Stock Transfer Corporation and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 4.1 to Form 8-K filed on February 15, 2018\).](#)
- 4.5 [Form of Series A Warrant \(incorporated by reference to Exhibit 4.2 to Form 8-K filed on February 15, 2018\).](#)
- 4.6 [Form of Series B Warrant \(incorporated by reference to Exhibit 4.3 to Form 8-K filed on February 15, 2018\).](#)
- 4.7 [Form of Non-Transferable Subscription Rights Certificate \(incorporated by reference to Exhibit 4.4 to Form 8-K filed on February 15, 2018\).](#)
- 4.8 [Revised Form of Non-Transferable Subscription Rights Certificate. \(incorporated by reference to Exhibit 4.1 to Form 8-K filed on February 26, 2018\).](#)
- 4.9 [Amendment to Warrant to Purchase Common Stock, dated November 8, 2018, issued to Amrosan LLC \(incorporated by reference to Exhibit 4.1 to Form 10-Q filed on November 9, 2018\).](#)
- 4.10 [Amendment to Warrant to Purchase Common Stock, dated November 8, 2018, issued to Carnegie Hill Partners \(incorporated by reference to Exhibit 4.2 to Form 10-Q filed on November 9, 2018\).](#)
- 4.11 [Amendment to Warrant to Purchase Common Stock, dated November 8, 2018, issued to Bioche Asset Management, LLC \(incorporated by reference to Exhibit 4.3 to Form 10-Q filed on November 9, 2018\).](#)
- 4.12 [Form of Warrant \(incorporated by reference to Exhibit 4.1 to Form 8-K filed on April 18, 2019\).](#)
- 4.13 [Form of Pre-Funded Warrant \(incorporated by reference to Exhibit 4.1 to Form 8-K filed on April 24, 2020\).](#)
- 4.14* [Description of Securities.](#)
- 10.1 [Third Amendment to the 2013 Amended and Restated Stock Plan, effective as of December 22, 2015 \(incorporated by reference to Exhibit 10.56 to Form 10-K filed on March 11, 2016\).](#)
- 10.2 [Office Space License Agreement, dated March 19, 2016, by and between Actinium Pharmaceuticals, Inc. and Relmada Therapeutics, Inc. \(incorporated by reference to Exhibit 10.57 to Form 10-K filed on March 11, 2016\).](#)
- 10.3** [Fourth Amendment to the 2013 Amended and Restated Stock Plan, effective as of December 13, 2016 \(incorporated by reference to Exhibit 1.1 to Form 8-K filed on December 14, 2016\).](#)
- 10.4** [Fifth Amendment to the 2013 Amended and Restated Stock Plan, as amended \(incorporated by reference to Exhibit 10.59 to Form 10-K filed on March 16, 2017\).](#)
- 10.5** [Amendment to Employment Agreement, dated March 16, 2017, by and between Actinium Pharmaceuticals, Inc. and Dragan Cicic. \(incorporated by reference to Exhibit 10.60 to Form 10-K filed on March 16, 2017\).](#)
- 10.6 [Amendment to Actinium Pharmaceuticals, Inc. Warrant to Purchase Common Stock, dated March 14, 2017 issued to Sandesh Seth \(incorporated by reference to Exhibit 10.61 to Form 10-K filed on March 16, 2017\).](#)
- 10.7 [Amendment to Actinium Pharmaceuticals, Inc. Warrant to Purchase Common Stock, dated March 14, 2017 issued to Amrosan LLC \(incorporated by reference to Exhibit 10.62 to Form 10-K filed on March 16, 2017\).](#)

- 10.8 [Warrant to Purchase Common Stock of Actinium Pharmaceuticals, Inc., dated March 14, 2017, issued to Sandesh Seth \(incorporated by reference to Exhibit 10.63 to Form 10-K filed on March 16, 2017\).](#)
- 10.9** [Offer Letter, dated December 27, 2016, by and between Dr. Mark S. Berger and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.64 to Form 10-K filed on March 16, 2017\).](#)
- 10.10 [Confidential Information and Invention Assignment Agreement, dated December 27, 2016, by and between Dr. Mark S. Berger and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.65 to Form 10-K filed on March 16, 2017\).](#)
- 10.11** [Indemnification Agreement, dated March 16, 2017, by and between Actinium Pharmaceuticals, Inc. and Mark S. Berger \(incorporated by reference to Exhibit 10.66 to Form 10-K filed on March 16, 2017\).](#)
- 10.12** [Director Agreement, dated March 28, 2017, between Ajit S. Shetty and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.1 to Form 8-K filed on March 28, 2017\).](#)
- 10.13** [Indemnity Agreement, dated March 28, 2017, between Ajit S. Shetty and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.2 to Form 8-K filed on March 28, 2017\).](#)
- 10.14 [Confidential Information and Invention Assignment Agreement, dated March 28, 2017, between Ajit S. Shetty and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.3 to Form 8-K filed on March 28, 2017\).](#)
- 10.15** [Amendment to Amended and Restated Consulting Agreement, dated May 5, 2017, by and between Actinium Pharmaceuticals, Inc. and Sandesh Seth \(incorporated by reference to Exhibit 10.1 to Form 8-K filed on May 11, 2017\).](#)
- 10.16** [Offer Letter, dated September 17, 2015, between Steve O'Loughlin and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.1 to Form 10-O filed on May 15, 2017\).](#)
- 10.17** [Indemnification Agreement, dated May 15, 2017, between Steve O'Loughlin and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.2 to Form 10-O filed on May 15, 2017\).](#)
- 10.18 [Assignment and Consent Agreement, dated June 6, 2017, between 275 Madison Avenue RPW 1 LLC and 275 Madison Avenue RPW 2 LLC, Relmada Therapeutics, Inc., and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.1 to Form 10-O filed on August 4, 2017\).](#)
- 10.19 [Amended and Restated License Agreement, Dated June 8, 2017, between Relmada Therapeutics, Inc., and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.3 to Form 10-O filed on August 4, 2017\).](#)
- 10.20** [Offer Letter, dated May 26, 2017, between Nitya G. Ray and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.4 to Form 10-O filed on August 4, 2017\).](#)
- 10.21** [Agreement, dated June 6, 2017, between Sergio Traversa and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.6 to Form 10-O filed on August 4, 2017\).](#)
- 10.22** [Consulting Agreement, dated May 22, 2017, between Dragan Cicic and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.7 to Form 10-O filed on August 4, 2017\).](#)
- 10.23** [Separation and Settlement Agreement, dated May 12, 2017, between Kaushik Dave and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.8 to Form 10-O filed on August 4, 2017\).](#)
- 10.24** [Separation and Settlement Agreement, dated May 12, 2017, between Dragan Cicic and Actinium Pharmaceuticals, Inc. \(incorporated by reference to Exhibit 10.9 to Form 10-O filed on August 4, 2017\).](#)
- 10.25** [Sixth Amendment to the 2013 Amended and Restated Stock Plan, as amended \(incorporated by reference to Exhibit 10.56 to Form 10-K filed on March 16, 2018\).](#)

10.26**	Offer Letter, effective January 2, 2018, between Dale L. Ludwig and Actinium Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.57 to Form 10-K filed on March 16, 2018).
10.27**	Indemnification Agreement, dated January 5, 2018, between Dale L. Ludwig and Actinium Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.58 to Form 10-K filed on March 16, 2018).
10.28**	Offer Letter, effective January 31, 2018, between Anil Kapur and Actinium Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.59 to Form 10-K filed on March 16, 2018).
10.29**	Indemnification Agreement, dated February 8, 2018, between Anil Kapur and Actinium Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.60 to Form 10-K filed on March 16, 2018).
10.30**	Director Agreement, dated April 27, 2018, by and between Actinium Pharmaceuticals, Inc. and Jeffrey W. Chell (incorporated by reference to Exhibit 10.1 to Form 8-K filed on May 1, 2018).
10.31**	Indemnity Agreement, dated April 27, 2018, by and between Actinium Pharmaceuticals, Inc. and Jeffrey W. Chell (incorporated by reference to Exhibit 10.2 to Form 8-K filed on May 1, 2018).
10.32	Confidential Information and Invention Assignment Agreement, dated April 27, 2018, by and between Actinium Pharmaceuticals, Inc. and Jeffrey W. Chell (incorporated by reference to Exhibit 10.3 to Form 8-K filed on May 1, 2018).
10.33**	Employment Agreement, dated August 8, 2018, by and between Actinium Pharmaceuticals, Inc. and Sandesh Seth (incorporated by reference to Exhibit 10.1 to Form 10-O filed on August 9, 2018).
10.34**	Employment Agreement, dated August 8, 2018, by and between Actinium Pharmaceuticals, Inc. and Steve O'Loughlin (incorporated by reference to Exhibit 10.2 to Form 10-O filed on August 9, 2018).
10.35	Purchase Agreement, dated October 18, 2018, by and between Actinium Pharmaceuticals, Inc. and Lincoln Park Capital Fund, LLC (incorporated by reference to Exhibit 10.1 to Form 8-K filed on October 18, 2018).
10.36	Registration Rights Agreement, dated October 18, 2018, by and between Actinium Pharmaceuticals, Inc. and Lincoln Park Capital Fund, LLC (incorporated by reference to Exhibit 10.2 to Form 8-K filed on October 18, 2018).
10.37**	Consulting Agreement, dated December 21, 2018, between Actinium Pharmaceuticals, Inc. and Nitya Ray (incorporated by reference to Exhibit 10.37 to Form 10-K filed on March 15, 2019).
10.38	Amended and Restated At Market Issuance Sales Agreement, dated December 28, 2018, by and among Actinium Pharmaceuticals, Inc. and B. Riley FBR, Inc. and Jones Trading Institutional Services LLC (incorporated by reference to Exhibit 10.38 to Form 10-K filed on March 15, 2019).
10.39**	Seventh Amendment to the 2013 Amended and Restated Stock Plan, as amended (incorporated by reference to Exhibit 10.39 to Form 10-K filed on March 15, 2019).
14.1	Code of Ethics (incorporated by reference to Exhibit 14.1 to Form 8-K filed on January 2, 2013).
21.1	List of Subsidiaries (incorporated by reference to Exhibit 21.1 to Form 10-K filed on March 16, 2015).
23.1	Consent of Marcum LLP.
31.1*	Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial and Accounting Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial and Accounting Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Schema
101.CAL	XBRL Taxonomy Calculation Linkbase
101.DEF	XBRL Taxonomy Definition Linkbase
101.LAB	XBRL Taxonomy Label Linkbase
101.PRE	XBRL Taxonomy Presentation Linkbase

In accordance with SEC Release 33-8238, Exhibit 32.1 and Exhibit 32.2 are being furnished and not filed.

XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

* Filed herewith.

** Indicates a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant.

Dated: June 16, 2020

ACTINIUM PHARMACEUTICALS, INC.

By: /s/ Sandesh Seth
Sandesh Seth
Chairman and Chief Executive Officer (Duly Authorized
Officer,
Principal Executive Officer)

By: /s/ Steve O'Loughlin
Steve O'Loughlin
Principal Financial Officer
(Duly Authorized Officer,
Principal Financial and Accounting Officer)

DESCRIPTION OF SECURITIES

The foregoing description is intended as a summary and is qualified in its entirety by reference to our certificate of incorporation, as amended (the "Certificate of Incorporation") and our amended and restated by-laws, as amended (the "By-laws") as currently in effect, copies of which are filed as exhibits to this Amendment No. 1 to the Annual Report on Form 10-K and are incorporated by reference herein.

Authorized Capital Stock

As of December 31, 2019, we have authorized 650,000,000 shares of capital stock, par value \$0.001 per share, of which 600,000,000 are shares of common stock and 50,000,000 are shares of "blank check" preferred stock. As of December 31, 2019, there were 164,701,167 shares of common stock issued and outstanding. The authorized and unissued shares of common stock and the authorized and undesignated shares of preferred stock are available for issuance without further action by our stockholders, unless such action is required by applicable law or the rules of any stock exchange on which our securities may be listed.

Common Stock

The holders of our common stock are entitled to one vote per share. Our Certificate of Incorporation does not provide for cumulative voting. Our directors are divided into three classes. At each annual meeting of stockholders, directors elected to succeed those directors whose terms expire are elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election. The holders of our common stock are entitled to receive ratably such dividends, if any, as may be declared by our board of directors out of legally available funds. Upon liquidation, dissolution or winding-up, the holders of our common stock are entitled to share ratably in all assets that are legally available for distribution. There are no preemptive, subscription, conversion rights, redemption or sinking fund provisions regarding the common stock. The rights, preferences and privileges of holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of any series of preferred stock, which may be designated solely by action of our board of directors and issued in the future.

The transfer agent and registrar for our common stock is Action Stock Transfer Corporation. The transfer agent's address is 2469 East Fort Union Blvd., Suite 214, Salt Lake City, UT 84121. Our common stock is listed on the NYSE American under the symbol "ATM."

Preferred Stock

The board of directors is authorized, subject to any limitations prescribed by law, without further vote or action by the stockholders, to issue from time to time up to 50,000,000 shares of preferred stock in one or more series. Each such series of preferred stock shall have such number of shares, designations, preferences, voting powers, qualifications, and special or relative rights or privileges as shall be determined by the board of directors, which may include, among others, dividend rights, voting rights, liquidation preferences, conversion rights and preemptive rights. Issuance of preferred stock by our board of directors may result in such shares having dividend and/or liquidation preferences senior to the rights of the holders of our common stock and could dilute the voting rights of the holders of our common stock.

Prior to the issuance of shares of each series of preferred stock, the board of directors is required by the Delaware General Corporation Law and our Certificate of Incorporation to adopt resolutions and file a certificate of designation with the Secretary of State of the State of Delaware. The certificate of designation fixes for each class or series the designations, powers, preferences, rights, qualifications, limitations and restrictions, including, but not limited to, some or all of the following:

- the number of shares constituting that series and the distinctive designation of that series, which number may be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the board of directors;
- the dividend rate and the manner and frequency of payment of dividends on the shares of that series, whether dividends will be cumulative, and, if so, from which date;
- whether that series will have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;
- whether that series will have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the board of directors may determine;
- whether or not the shares of that series will be redeemable, and, if so, the terms and conditions of such redemption;
- whether that series will have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- whether or not the shares of the series will have priority over or be on a parity with or be junior to the shares of any other series or class in any respect;
- the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights or priority, if any, of payment of shares of that series; and
- any other relative rights, preferences and limitations of that series.

Once designated by our board of directors, each series of preferred stock may have specific financial and other terms.

Anti-Takeover Law and Provisions of our Certificate of Incorporation and By-laws

Provisions of our Certificate of Incorporation and By-laws may delay or discourage transactions involving an actual or potential change in our control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. Therefore, these provisions could adversely affect the price of our common stock. Among other things, our Certificate of Incorporation and By-laws:

- permits our board of directors to issue up to 50,000,000 shares of preferred stock, without further action by the stockholders, with any rights, preferences and privileges as they may designate, including the right to approve an acquisition or other change in control;
 - provide that all vacancies, including newly created directorships, may, except as otherwise required by law, be filled by the affirmative vote of a majority of directors in office;
 - divide our board of directors into three classes, with each class serving staggered three-year terms;
 - do not provide for cumulative voting rights (therefore allowing the holders of a majority of the shares of common stock entitled to vote in any election of directors to elect all of the directors standing for election, if they should so choose);
 - provide that special meetings of our stockholders may be called only by our board of directors, chairman or chief executive officer; and
 - provide advance notice provisions with which a stockholder who wishes to nominate a director or propose other business to be considered at a stockholder meeting must comply.
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**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18U.S.C SECTION 1350 AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXELY ACT OF 2002**

I, Sandesh Seth, certify that:

1. I have reviewed this Amendment No. 1 to the report on Form 10-K of Actinium Pharmaceuticals, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: June 16, 2020

By: /s/ Sandesh Seth
Sandesh Seth
Chairman and Chief Executive Officer (Duly Authorized
Officer,
Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO 18 U.S.C SECTION 1350 AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXELY ACT OF 2002**

I, Steve O'Loughlin, certify that:

1. I have reviewed this Amendment No. 1 to the report on Form 10-K of Actinium Pharmaceuticals, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: June 16, 2020

By: /s/ Steve O'Loughlin
Steve O'Loughlin
Principal Financial Officer
(Duly Authorized Officer,
Principal Financial and Accounting Officer)