

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): June 16, 2020

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

Delaware  
(State or other jurisdiction  
of incorporation)

001-36374  
(Commission File Number)

74-2963609  
(IRS Employer  
Identification No.)

275 Madison Avenue, 7<sup>th</sup> Floor, New York, NY 10016  
(Address of Principal Executive Offices)

Registrant's telephone number: (646) 677-3870

(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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	ATNM	NYSE American

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 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 16, 2020, Actinium Pharmaceuticals, Inc. (the “Company”) filed with the Secretary of State of the State of Delaware an amendment (the “Certificate of Amendment”) to the Company’s Certificate of Incorporation, as amended, thereby increasing the number of authorized shares of common stock from 600,000,000 to 1,000,000,000 shares.

As previously disclosed in Item 5.07 of the Current Report on Form 8-K filed with the Securities Exchange Commission (the “SEC”) on December 19, 2019, the Certificate of Amendment, previously approved by the board of directors on October 18, 2019, was approved by the Company’s stockholders at the 2019 annual meeting of stockholders (the “Annual Meeting”) held on December 18, 2019.

For more information about the Certificate of Amendment, see the Company’s definitive proxy statement for the Annual Meeting, filed with the SEC on November 25, 2019, the relevant portions of which are incorporated herein by reference. A copy of the Certificate Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to Certificate of Incorporation of Actinium Pharmaceuticals, Inc.</a>

**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.

**Actinium Pharmaceuticals, Inc.**

Date: June 16, 2020

*/s/ Sandesh Seth*

Name: Sandesh Seth

Title: Chairman and Chief Executive Officer

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**STATE OF DELAWARE**  
**CERTIFICATE OF AMENDMENT**  
**OF CERTIFICATE OF INCORPORATION**  
**OF ACTINIUM PHARMACEUTICALS, INC.**

Actinium Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies that:

1. The Certificate of Incorporation is amended (a) by replacing Article FOURTH thereof to read in its entirety as follows:

Article FOURTH

“FOURTH: The amount of the total stock this Corporation is authorized to issue is 1,050,000,000 shares with a par value of \$0.001 per share.

(a) Common Stock. The aggregate number of shares of Common Stock which the Corporation shall have authority to issue is 1,000,000,000 shares at a par value of \$0.001 per share.

(b) Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 50,000,000 shares, par value \$0.001, which may be issued in series, with such designations, preferences, stated values, rights, qualifications or limitations as determined solely by the Board of Directors of the Corporation.

(c) Preemptive rights. No stockholder of the Corporation shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock of the Corporation.”

2. This Certificate of Amendment has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware (the “DGCL”), including approval by the stockholders of the corporation upon notice in accordance with Section 222 of the DGCL, at the annual meeting of the stockholders on the Corporation held on December 18, 2019.

**IN WITNESS WHEREOF**, the corporation has caused this certificate to be signed by its duly authorized officer this 16<sup>th</sup> day of June, 2020.

By: /s/ Sandesh Seth

Authorized Officer

Title: Chairman of the Board and Chief Executive Officer

Name: Sandesh Seth