

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): August 10, 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, 7th 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.

As previously disclosed, on December 18, 2019, Actinium Pharmaceuticals, Inc. (the “Company”) held its annual meeting of its stockholders (the “Annual Meeting”). At the Annual Meeting, the stockholders approved the proposal to authorize the board of directors (the “Board”), in its discretion, to amend the Company’s Certificate of Incorporation (the “Certificate of Incorporation”) to effect a reverse stock split of the Company’s common stock at a ratio not greater than 1-for-75, such ratio to be determined by the Board before December 18, 2020.

On August 10, 2020, the Board approved a 1-for-30 reverse stock split of the Company’s issued and outstanding shares of common stock (the “Reverse Stock Split”), and on August 10, 2020, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Certificate of Incorporation (the “Certificate Amendment”) to effect the Reverse Stock Split, which became effective as of 5:00 p.m. Eastern Time on August 10, 2020 (the “Effective Time”). The Company’s common stock began trading on a split-adjusted basis when the market opened on August 11, 2020.

At the Effective Time, every 30 shares of the Company’s issued and outstanding common stock automatically converted into one share of common stock, without any change in the par value per share. As of the Effective Time, the Company adjusted and proportionately decreased the number of shares of its common stock reserved for issuance upon exercise of, and adjusted and proportionately increased the exercise price of, all options and warrants and other rights to acquire the Company’s common stock. In addition, as of the Effective Time, the Company adjusted and proportionately decreased the total number of shares of its common stock that may be the subject of the future grants under the Company’s stock plans.

The Company will not issue fractional shares in connection with the Reverse Stock Split. Instead, a stockholder who otherwise would be entitled to receive fractional shares because it holds a number of shares not evenly divisible by the Reverse Stock Split ratio is entitled, upon surrender to the exchange agent of certificates representing such shares, to a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the common stock, as reported on the NYSE American, on the last trading day prior to the Effective Time. The ownership of a fractional interest will not give the holder thereof any voting, dividend or other rights except to receive payment therefor as described herein.

The Company’s common stock will continue to trade on the NYSE American under the symbol “ATNM.” The new CUSIP number for common stock following the Reverse Stock Split is 00507W206.

Action Stock Transfer Corp, the Company’s transfer agent, will act as the exchange agent for the Reverse Stock Split and Continental Stock Transfer & Trust Company will act as the paying agent for processing the cash payment in lieu of the fractional shares resulting from the Reverse Stock Split.

For more information about the Reverse Stock Split, see the Company’s definitive proxy statement filed with the Securities and Exchange Commission 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 8.01 Other Events.

On August 10, 2020, the Company announced that the Board approved a one-for-thirty reverse stock split of its common stock that is scheduled to become effective after trading closes on August 10, 2020.

A copy of the press release announcing these events is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of Actinium Pharmaceuticals, Inc.
99.1	Press release dated August 10, 2020

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: August 14, 2020

/s/ Sandesh Seth

Name: Sandesh Seth

Title: Chairman and Chief Executive Officer

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ACTINIUM PHARMACEUTICALS, INC.

Actinium Pharmaceuticals, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The name of the corporation is Actinium Pharmaceuticals, Inc.

2. Effective as of 5:00 p.m., Eastern Time, on August 10, 2020 (the "Effective Time"), each thirty (30) issued and outstanding shares of the Corporation's Common Stock, par value \$0.001 per share, shall be converted into one (1) share of the Corporation's Common Stock, par value \$0.001 per share, as constituted following the Effective Time.

3. Subsection (a) of Article Fourth of the Certificate of Incorporation of the Corporation (the "Certificate") is hereby restated in its entirety as follows:

"(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.

Contingent and effective upon the filing of this Certificate of Amendment to the Restated Certificate of Incorporation (the "Certificate of Amendment"), each thirty (30) shares of the Corporation's Common Stock, par value \$0.001 per share (the "Common Stock"), issued and outstanding prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.001 per share, of the Corporation (the "Reverse Split"). No fractional share shall be issued in connection with the foregoing combination of the shares pursuant to the Reverse Split. The Corporation will pay in cash the fair value of such fractional shares, without interest and as determined in good faith by the Board of Directors of the Corporation when those entitled to receive such fractional shares are determined.

The Reverse Split shall occur automatically without any further action by the holders of Common Stock, and whether or not the certificates representing such shares have been surrendered to the Corporation; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable as a result of the Reverse Split unless the existing certificates evidencing the applicable shares of stock prior to the Reverse Split are either delivered to the Corporation, or the holder notifies the Corporation that such certificates have been lost, stolen or destroyed, and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates."

4. The foregoing amendments to the Certificate have been duly approved by the Corporation's Board of Directors in accordance with Section 242 of the DGCL.

5. The foregoing amendments to the Certificate have been duly approved by the Corporation's stockholders in accordance with Sections 211 and 242 of the DGCL.

[SIGNATURE PAGE FOLLOWS]

[SIGNATURE PAGE TO CERTIFICATE OF AMENDMENT]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer on this 10th of August 2020.

ACTINIUM PHARMACEUTICALS, INC.

By: /s/ Steve O'Loughlin

Name: Steve O'Loughlin

Title: Chief Financial Officer



Actinium Pharmaceuticals, Inc. Announces Reverse Stock Split

NEW YORK, NY – August 10, 2020 – **Actinium Pharmaceuticals, Inc.** (NYSE AMERICAN: ATNM) (“Actinium” or the “Company”) today announced that its Board of Directors approved a 1-for-30 reverse split of its issued and outstanding common stock that will become effective after trading closes on August 10, 2020. Trading of the Company common stock will begin on a split-adjusted basis when markets open on August 11, 2020. The common stock will continue to trade on the NYSE American under the ticker symbol “ATNM,” although a new CUSIP number 00507W206 has been assigned as a result of the reverse stock split.

Upon effectiveness of the reverse stock split, every thirty (30) shares of the Company’s pre-reverse split common stock will be combined and reclassified into one (1) share of common stock. The reverse stock split will not modify any rights of the Company’s common stock. The reverse stock split will also apply to common stock issuable upon the exercise of the Company’s outstanding warrants and stock options, with a proportionate adjustment to the numbers of shares which can be purchased upon the exercise of the warrants and stock options and the exercise prices thereof, and under the Company’s equity incentive plan. Immediately after the reverse stock split becomes effective, the Company will have approximately 13,585,268 shares of common stock outstanding (subject to surrender of fractional shares in exchange for cash payment in lieu). No fractional shares will be issued following the reverse stock split.

As previously disclosed, on December 18, 2019, the Company’s stockholders approved a proposal authorizing the Company’s Board of Directors to effect a reverse stock split at its discretion at a ratio not greater than 1-for-75 in order to help regain compliance with the NYSE American’s minimum price requirements. The Board of Directors approved the reverse stock split at a ratio of 1-for-30 on August 7, 2020.

Stockholders of record will be receiving information regarding their share ownership following the reverse stock split from the Company’s transfer agent, Action Stock Transfer. Action Stock Transfer Corp can be reached at (801) 274-1088. Additional information about the reverse stock split can be found in the Company’s definitive proxy statement on Schedule 14A, filed with the U.S. Securities and Exchange Commission (the “SEC”) on November 25, 2019, and available free of charge at the SEC’s website, www.sec.gov.

About Actinium Pharmaceuticals, Inc.

Actinium Pharmaceuticals, Inc. is a clinical-stage biopharmaceutical company developing ARCs or Antibody Radiation-Conjugates, which combine the targeting ability of antibodies with the cell killing ability of radiation. Actinium's lead application for our ARCs is targeted conditioning, which is intended to selectively kill patient's cancer cells and certain immune cells prior to a BMT or Bone Marrow Transplant, CAR-T and other cell therapies or gene therapy to enable engraftment of these transplanted cells with minimal toxicities. With our ARC approach, we seek to improve patient outcomes and access to these potentially curative treatments by eliminating or reducing the non-targeted chemotherapy that is used for conditioning in standard practice currently. Our lead product candidate, Iomab-B is being studied in the ongoing pivotal Phase 3 Study of Iomab-B in Elderly Relapsed or Refractory Acute Myeloid Leukemia (SIERRA) trial for BMT conditioning. The SIERRA trial is over fifty percent enrolled and promising single-agent, feasibility and safety data has been highlighted at ASH, TCT, ASCO and SOHO annual meetings. Beyond Iomab-B, we are developing a multi-disease, multi-target pipeline of clinical-stage ARCs targeting the antigens CD45 and CD33 for targeted conditioning and as a therapeutic either in combination with other therapeutic modalities or as a single agent for patients with a broad range of hematologic malignancies including acute myeloid leukemia, myelodysplastic syndrome and multiple myeloma. Underpinning our clinical programs is our proprietary AWE (Antibody Warhead Enabling) technology platform. This is where our intellectual property portfolio of over 120 patents, know-how, collective research and expertise in the field are being leveraged to construct and study novel ARCs and ARC combinations to bolster our pipeline for strategic purposes. Our AWE technology platform is currently being utilized in a collaborative research partnership with Astellas Pharma, Inc.

Forward-Looking Statements for Actinium Pharmaceuticals, Inc.

This press release may contain projections or other "forward-looking statements" within the meaning of the "safe-harbor" provisions of the private securities litigation reform act of 1995 regarding future events or the future financial performance of the Company which the Company undertakes no obligation to update, including but not limited to, statements relating to the Company's expectations regarding the intended use of proceeds of the public offering. These statements are based on management's current expectations and are subject to risks and uncertainties that may cause actual results to differ materially from the anticipated or estimated future results, including the risks and uncertainties associated with preliminary study results varying from final results, estimates of potential markets for drugs under development, clinical trials, actions by the FDA and other governmental agencies, regulatory clearances, responses to regulatory matters, the market demand for and acceptance of Actinium's products and services, performance of clinical research organizations and other risks detailed from time to time in Actinium's filings with the SEC, including without limitation its most recent annual report on form 10-K, subsequent quarterly reports on Forms 10-Q and Forms 8-K, each as amended and supplemented from time to time.

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