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 27, 2026

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

Delaware	**001-36374**	**74-2659386**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

100 Park Ave., 23rd Floor,
New York, New York 10017
(Address of principal executive offices) (Zip Code)

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

Not Applicable
(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:

☐ 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 LLC

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 27, 2026, Actinium Pharmaceuticals, Inc. (the "Company") received a notice (the "Notice") from NYSE American LLC ("NYSE American") indicating that the Company is not in compliance with the continued listing standards set forth in Section 1003(a)(ii) of the NYSE American Company Guide (the "Company Guide"), which requires a listed company to maintain stockholders' equity of $4.0 million or more if it has reported losses from continuing operations and/or net losses in three of its four most recent fiscal years. As of March 31, 2026, the Company reported stockholders' equity of approximately $2.3 million, and had net losses in its last five fiscal years ended December 31, 2025.

In connection with its non-compliance with Sections 1003(a)(ii) and (iii) of the Company Guide, the Company must submit a plan by June 26, 2026, advising of actions it has taken or will take to regain compliance with the continued listing standards by November 27, 2027 ("Plan Period Deadline"). If NYSE Regulation determines to accept the plan, the Company will be notified in writing and will be subject to periodic reviews including quarterly monitoring for compliance with the plan.

If the Company does not submit a plan or if the plan is not accepted, delisting proceedings will commence. Furthermore, if the plan is accepted but the Company is not in compliance with the continued listing standards by the Plan Period Deadline, or if the Company does not make progress consistent with the plan during the plan period, NYSE American staff will initiate delisting proceedings as appropriate. The Company may appeal a staff delisting determination in accordance with Section 1010 and Part 12 of the Company Guide.

The Notice has no immediate effect on the listing or trading of the Company's common stock, which will continue to trade on NYSE American under the symbol "ATNM," subject to the Company's compliance with the other continued listing requirements of NYSE American, and will continue to trade with a ".BC" indicator to denote that the Company is below compliance. The Company intends to submit a plan to NYSE American within the required timeframe.

There can be no assurance that the Company will be able to regain compliance with the applicable continued listing standards, that the Company will submit a plan that is accepted by NYSE American, that the Company will be able to comply with the terms of any accepted Plan, or that the Company will be able to maintain the listing of its common stock on NYSE American.

Item 7.01. Regulation FD Disclosure.

On May 29, 2026, pursuant to Sections 402(g) and 1009(j) of the Company Guide, the Company issued a press release announcing, among other things, its receipt of the Notice and providing an update on the development program for its ATNM-400 product candidate. The full text of the press release is set forth below.

The information furnished pursuant to this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated May 29, 2026 (furnished pursuant to Item 7.01 of Form 8-K)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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: May 29, 2026

By: /s/ Sandesh Seth
Name: Sandesh Seth
Title: Chairman and Chief Executive Officer

Exhibit 99.1

Actinium Pharmaceuticals to Present ATNM-400 Program Update at SNMMI 2026 Conference on May 31-June 2 and Provides NYSE American Listing Standards Notice

NEW YORK, May 29, 2026 /PRNewswire/ -- Actinium Pharmaceuticals, Inc. (NYSE American: ATNM) (Actinium or the Company), a leader in the development of targeted radiotherapies, today announced it will provide a program update on its first-in-class Actinium-225 (225Ac) antibody radioconjugate, ATNM-400, highlighting new data that will be showcased across three presentations at the Society of Nuclear Medicine and Molecular Imaging (SNMMI) 2026 Annual Meeting, taking place May 30-June 2, 2026, in Los Angeles, California. Two of the presentations showcase ATNM-400's differentiated profile across prostate cancer and non-small cell lung cancer (NSCLC), while a third demonstrates the importance of radioconjugate optimization for radiotherapies in the context of the Company's pipeline candidates.

With the SNMMI 2026 program now finalized, the Company is providing updated presentation details, including poster titles, presenters, dates, and times. The data to be presented reinforce the meaningful progress of the ATNM-400 program and its potential as a mutation-agnostic, pan-tumor therapy, while also demonstrating the strength of the underlying radioconjugate platform that supports Actinium's broader pipeline. The Company anticipates multiple catalysts for ATNM-400, Actimab-A and Iomab-ACT in 2H:2026 that are expected to demonstrate the clinical potential of these programs.

ATNM-400 SNMMI 2026 Presentation Details

Poster Title: ATNM-400: A First-in-Class Non-PSMA Actinium-225 Antibody Radioconjugate Demonstrates Superior Efficacy to PSMA-617 Radioligands and ARPIs With Favorable Safety Profile in Prostate Cancer Models
Presenter: Sumit Mukherjee Ph.D., Actinium Pharmaceuticals, Inc.
Session: Oncology: Discovery & Translational Meet the Author Session
Date & Time: Tuesday, June 2, 2026 11:30am-12:15pm PT | Los Angeles, California

Poster Title: ATNM-400: A First-in-Class Actinium-225 Antibody Radioconjugate Demonstrating Durable, Mutation-Agnostic Anti-Tumor Activity in Non-Small Cell Lung Cancer Models
Presenter: Shiva Kazerounian Ph.D., Actinium Pharmaceuticals, Inc.
Session: Oncology: Discovery & Translational Meet the Author Session
Date & Time: Tuesday, June 2, 2026, 11:30am-12:15pm PT | Los Angeles, California

Poster Title: Optimizing Chelator-to-Antibody Ratio Improves Tumor Targeting and Pharmacokinetics of 225Ac-Labeled Antibodies
Presenter: Shiva Kazerounian Ph.D., Actinium Pharmaceuticals, Inc.
Session: MTA05 RPSC/CMIIT POPs and Science Pavilion Mixer
Date & Time: Sunday, May 31, 2026, 7:30-8:00pm PT | Los Angeles, California

The posters will be available on the Company website shortly after the presentations at https://ir.actiniumpharma.com/presentations-webinars.

NYSE American Continued Listing Standards Notice

Actinium also announced today that it has received a notice (the "Notice") from the NYSE American LLC ("NYSE American") indicating that the Company is not in compliance with the continued listing standards set forth in Section 1003(a)(ii) of the NYSE American Company Guide (the "Company Guide"), which requires a listed company to maintain stockholders' equity of $4.0 million or more if it has reported losses from continuing operations and/or net losses in three of its four most recent fiscal years. As of March 31, 2026, the Company reported stockholders' equity of approximately $2.3 million and had net losses in its last five fiscal years ended December 31, 2025. The Notice also indicates that the Company is also not currently eligible for any exemption in Section 1003(a) of the Company Guide. The notice has no immediate effect on the listing or trading of the Company's common stock on the NYSE American and the Company's shares will continue to trade under the symbol "ATNM," subject to compliance with other listing requirements of the Company Guide.

In connection with the non-compliance with Sections 1003(a)(ii) and (iii) of the Company Guide, the Company must submit a compliance plan by June 26, 2026, advising of actions the Company has taken or will take to regain compliance with the continued listing standards by November 27, 2027 (the "Plan Period Deadline"). If the NYSE American determines to accept the plan, the Company will be notified in writing and will be subject to periodic reviews, including quarterly monitoring, for compliance with the plan.

If the Company does not submit a plan or if the plan is not accepted, delisting proceedings will commence. Furthermore, if the plan is accepted but the Company is not in compliance with the continued listing standards by the Plan Period Deadline which is eighteen months from the receipt of the notice or November 27, 2027, or if the Company does not make progress consistent with the plan during the plan period, Exchange staff will initiate delisting proceedings as appropriate. The Company may appeal a staff delisting determination in accordance with Section 1010 and Part 12 of the Company Guide.

Actinium currently intends to submit a plan to regain compliance within the required timeframe. There can be no assurance that the Company will be able to achieve compliance with the NYSE American's continued listing standards within the required timeframe of eighteen months from date of receipt of the notice or November 27, 2027.

About Actinium Pharmaceuticals, Inc.

Actinium is a pioneer in targeted radiotherapies designed to improve outcomes for patients with cancer. The company employs a biology-driven approach to develop differentiated radiopharmaceuticals for solid tumors and hematologic malignancies. Its mission is to transform cancer treatment through innovative radioconjugates that maximize therapeutic efficacy while minimizing toxicity to healthy tissue by combining expertise in tumor biology, translational medicine, and radiochemistry. Since inception, Actinium has focused on developing innovative radiotherapies. Its pipeline reflects this strategy across three areas: (1) solid tumor therapeutics including ATNM-400 and Actimab-A with pan-tumor potential; (2) Actimab-A as a therapeutic backbone for acute myeloid leukemia (AML) and myelodysplastic syndrome (MDS) in collaboration with the National Cancer Institute (NCI); and (3) targeted conditioning agents including Iomab-B for bone marrow transplant and Iomab-ACT for cell and gene therapy conditioning. ATNM-400 targets a novel antigen distinct from PSMA and has demonstrated preclinical activity across metastatic castration-resistant prostate cancer (mCRPC), non-small cell lung cancer (NSCLC), and breast cancer. Actimab-A has shown improved survival in relapsed/refractory AML with CLAG-M and is advancing toward a Phase 2/3 trial, with additional development ongoing through a CRADA with the NCI. Actinium is also advancing preclinical solid tumor programs and holds ~250 patents and patent applications, including intellectual property related to cyclotron-based production of Ac-225. For more information, please visit www.actiniumpharma.com.

Forward-Looking Statements

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. These statements, including statements as related to regaining compliance with the rules of the NYSE American and submission of a compliance plan, 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 Securities and Exchange Commission (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.

Investors: investorrelations@actiniumpharma.com