

Actinium Pharmaceuticals, Inc.
Form 3/A
August 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|--|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Memorial Sloan-Kettering Cancer Center</p> <p>(Last) (First) (Middle)</p> <p>1275 YORK AVE.,</p> <p>(Street)</p> <p>NEW YORK, NY 10065</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/22/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Actinium Pharmaceuticals, Inc. [ATNM]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer ____ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>01/18/2013</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.001 per share | 5,702,387 | D ⁽¹⁾ | |
| Common Stock, par value \$0.001 per share | 5,702,387 | I ⁽²⁾ | Indirect ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|---------------------|---|
|------------------|-----------------|-------|----------------------------|---------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Memorial Sloan-Kettering Cancer Center 1275 YORK AVE. NEW YORK, NY 10065 | ^ | ^ X | ^ | ^ |
| AHLB Holdings, LLC C/O MSKCC 1275 YORK AVE. NEW YORK, NY 10065 | ^ | ^ X | ^ | ^ |
| Actinium Holdings, Ltd. C/O /O STERLING MANAGEMENT, LTD. P.O. BOX HM 29 HAMILTON HM CX, DO 00000 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Memorial Sloan-Kettering Cancer Center, By John R. Gunn, its Executive Vice President | 08/22/2013 |
| **Signature of Reporting Person | Date |
| /s/ AHLB Holdings, LLC, By Memorial Sloan-Kettering Cancer Center, its sole member, By John R. Gunn, its Executive Vice President | 08/22/2013 |
| **Signature of Reporting Person | Date |
| /s/ Actinium Holdings Ltd. By Michael Sheffery, its President | 08/22/2013 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Shares held directly by Actinium Holdings Ltd. ("AHL") by reason of its entry into a Share Exchange Agreement, dated August 22, 2013, with the issuer and certain other parties. Previously reported on Form 3 as shares of the Common Stock of Cactus Ventures, Inc. (which has merged into Actinium Pharmaceuticals, Inc.) beneficially owned indirectly by AHLB Holdings, LLC ("AHLB") and Memorial Sloan-Kettering Cancer Center ("MSKCC").
 - (2) AHL may be deemed to share beneficial ownership of the shares held directly by it with AHLB, which owns all of the outstanding shares of AHL, and MSKCC, which owns all of the membership interests in AHLB.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.