

Actinium Pharmaceuticals, Inc.

Form 4

May 08, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Memorial Sloan-Kettering Cancer
Center

(Last) (First) (Middle)

1275 YORK AVE.,

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Actinium Pharmaceuticals, Inc.
[ATNM]

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/06/2015		J ⁽¹⁾		5,702,387	A	<u>11</u> 5,702,387

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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, D0 00000		X		

Signatures

/s/ Memorial Sloan-Kettering Cancer Center, By Eric Cottingham, PhD, its Sr. Vice President,
Research & Technology Management

05/08/2015

****Signature of Reporting Person**

Date _____

/s/ AHLB Holdings, LLC, By Memorial Sloan-Kettering Cancer Center, its sole member, By Eric Cottingham, PhD, its Sr. Vice President, Research & Technology Management

05/08/2015

**Signature of Reporting Person

Date _____

/s/ Actinium Holdings Ltd., By Eric Cottingham, PhD, its President

05/08/2015

****Signature of Reporting Person**

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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)** Represents a transfer of shares previously held directly by Actinium Holdings Ltd. ("AHL") to Memorial Sloan-Kettering Cancer Center ("MSKCC"). MSKCC owns all of the membership interests in AHLB Holdings, LLC ("AHLB"), which owns all of the outstanding

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shares of AHL. As a result of the transfer, AHL and AHLB are no longer deemed a beneficial owner of the shares. With respect to MSKCC, the transfer constitutes a change in the form of beneficial interest from indirect to direct in accordance with Rule 16a-13.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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