

Actinium Pharmaceuticals, Inc.
 Form 4
 May 08, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1275 YORK AVE.,
 (Street)

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

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

NEW YORK, NY 10065

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 05/06/2015 | | J(1) | 5,702,387 A (1) | 5,702,387 | D | |

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 required to respond unless the form displays a currently valid OMB control number.

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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 Cottington, 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 Cottington, PhD, its Sr. Vice President, Research & Technology Management | 05/08/2015 |
| __Signature of Reporting Person | Date |
| /s/ Actinium Holdings Ltd., By Eric Cottington, 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. 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.