Actinium Pharmaceuticals, Inc.
Form 8-K
December 28, 2018

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): December 28, 2018

ACTINIUM PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**000-52446**	**74-2963609**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

275 Madison Avenue, 7th Floor **New York, NY**	**10016**
(Address of principal executive offices)	(Zip Code)

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

N/A

(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))

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 1.01 Entry into a Material Definitive Agreement

On December 28, 2018, Actinium Pharmaceuticals, Inc. (the "Company") entered into an Amended and Restated At Market Issuance Sales Agreement (the "Amended Agreement") with B. Riley FBR, Inc. ("B. Riley FBR") and JonesTrading Institutional Services LLC ("JonesTrading"). Pursuant to the Amended Agreement, JonesTrading was added as an agent to the original At Market Issuance Sales Agreement, dated March 16, 2017 with B. Riley FBR, as successor by merger to FBR Capital Markets & Co. Subject to the terms and conditions of the Amended Agreement, the agents will use commercially reasonable efforts to sell the Company's common stock from time to time, based upon the Company's instructions (including any price, time or size limits or other customary parameters or conditions the Company may impose). The Company will pay to the agents in cash, upon the sale of common stock pursuant to the Amended Agreement, an amount equal to 3.0% of the gross proceeds from the sale of common stock. A copy of the Amended Agreement will be included as an exhibit to the Company's Form 10-K for the year ending December 31, 2018.

Dated: December 28, 2018

ACTINIUM PHARMACEUTICALS, INC.

By: */s/ Sandesh Seth*
Name: Sandesh Seth
Title: CEO & Chairman