



**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective August 23, 2007, the Board of Directors of Immunomedics, Inc., a Delaware corporation (the “Company”), approved the amendment and restatement of the Company’s Amended and Restated Bylaws (the “Second Amended and Restated Bylaws”). The Second Amended and Restated Bylaws amends Section 7.1 of Article 7 of the Amended and Restated Bylaws to permit the Company to authorize the issuance of uncertificated shares. This change conforms the Company's Second Amended and Restated Bylaws to the requirements of the NASDAQ Stock Market that listed securities be eligible for issuance in uncertificated form through a direct registration system by January 1, 2008. A copy of the Second Amended and Restated Bylaws of the Company is filed as Exhibit 3.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Second Amended and Restated Bylaws of Immunomedics, Inc., approved August 23, 2007.

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SIGNATURES

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.

IMMUNOMEDICS, INC.

By: /s/Cynthia L. Sullivan

Name:Cynthia L. Sullivan

Title:President and Chief Executive Officer

Date: August 27, 2007