

DUN & BRADSTREET CORP/NW
 Form 4
 March 03, 2010

FORM 4

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

OMB APPROVAL

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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 *
 FERNANDEZ JAMES N

2. Issuer Name and Ticker or Trading Symbol
 DUN & BRADSTREET CORP/NW
 [DNB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 103 JFK PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2010

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

SHORT HILLS, NJ 07078
 (City) (State) (Zip)

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

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 (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount
				(A)	(D)				
Phantom Stock Units - Deferred Compensation ⁽¹⁾	⁽²⁾	03/01/2010	A	1,044.039 ⁽¹⁾		⁽³⁾	⁽⁴⁾	Common Stock	1,044.039

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERNANDEZ JAMES N 103 JFK PARKWAY SHORT HILLS, NJ 07078	X			

Signatures

/s/ Christine Cappuccia for James N. Fernandez 03/03/2010
**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) Phantom stock is reported in units vs. shares in the D&B Common Stock Fund of the issuer's non-employee directors' deferred compensation plan (the "Plan").
 Each phantom stock unit entitles the reporting person to a cash payment based on the value on the payout date of the issuer's common stock corresponding to such units. Based on the \$70.21 closing price of the issuer's common stock on the transaction date, each unit corresponds to approximately 2.67 shares.
- (3) The reporting person may transfer these phantom stock units to alternative investment funds in the Plan beginning three years from transaction date.
- (4) These phantom stock units are payable in cash after the reporting person ceases to be a member of the issuer's board of directors.

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.

Upon the occurrence of certain transactions prior to the Expiration Date directly or indirectly constituting a merger, consolidation, sale of all or substantially all of Immunomedics' assets, purchase offer, tender offer, exchange offer, reclassification or reorganization or recapitalization of the Common Stock, compulsory exchange of Common Stock or sale to another person of more than 50% of the Common Stock (each, a Fundamental Transaction), then, upon any subsequent exercise of any warrant under the Warrant Agreement, the Company (so long as it owns any warrant under the Warrant Agreement) will have the right to receive, for each Warrant Share that would have been issuable upon such exercise immediately prior to the occurrence of such Fundamental Transaction, at its option, the number of shares of Common Stock or other equity securities of the successor or acquiring corporation of Immunomedics, if it is the surviving corporation, and any additional consideration receivable as a result of such Fundamental Transaction by a

holder of the number of shares of Common Stock for which such warrant is exercisable immediately prior to such Fundamental Transaction.

The Company is not entitled, by virtue of holding the Warrant, to vote, to consent, to receive dividends, to consent or to receive notice as a stockholder with respect to any meeting of stockholders for the election of Immunomedics directors or any other matter, or to exercise any rights whatsoever as a stockholder of Immunomedics unless, until and only to the extent the Company becomes a holder of record of shares of Common Stock issuable upon exercise of the Warrant.

The issuances of the Purchased Shares and the Warrant Shares have not been registered under the Securities Act, and neither the Purchased Shares nor the Warrant Shares may be offered or sold in the United States absent registration under or exemption from the Securities Act and any applicable state securities laws.

Registration Rights Agreement

Concurrently with the entry into the Development and License Agreement and the Stock Purchase Agreement, on February 10, 2017 (the Equity Closing Date), the Company entered into a Registration Rights Agreement with Immunomedics pursuant to which Immunomedics has agreed to file a registration statement in respect of the Shares. Under the terms of the Registration Rights Agreement, Immunomedics is required to file a registration statement with respect to the Shares with the Securities and Exchange Commission (the SEC) within 120 days after the Equity Closing Date and to cause such registration statement to be declared effective by the SEC within 180 days after the Equity Closing Date. Immunomedics has also agreed to other customary obligations regarding registration of the Shares, including matters relating to indemnification, maintenance of the registration statement and payment of certain expenses.

The foregoing summary of the material terms of the Development and License Agreement, the Stock Purchase Agreement, the Warrant Agreement and the Registration Rights Agreement does not purport to be complete and is subject to, and qualified in its entirety by references to the full texts of the Development and License Agreement, the Stock Purchase Agreement, the Warrant Agreement and the Registration Rights Agreement. The Company expects to file the License and Development Agreement, the Stock Purchase Agreement, the Warrant Agreement and the Registration Rights Agreement with its Quarterly Report on Form 10-Q for the fiscal period ended March 31, 2017, or if filed earlier, with a subsequent Current Report on Form 8-K that the Company files in connection with the License Closing, requesting confidential treatment for certain portions of the Development and License Agreement.

Item 8.01. Other Events.

On February 10, 2017, the Company issued a press release announcing its transactions with Immunomedics, including the Company's entry into the Development and License Agreement, the Stock Purchase Agreement and the Registration Rights Agreement. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Forward-Looking Statements

Certain of the statements made in this report are forward looking, such as those, among others, relating to the Company's expectations regarding, among other things, references to the anticipated License Closing, development, regulatory and sales milestone payments in connection with the Development and License Agreement, the exercise of the Warrant into Warrant Shares, and other statements that are not historical facts. Actual results or developments may differ materially from those projected or implied in these forward-looking statements. Factors that may cause such a difference include, among others, the risk and uncertainties associated with obtaining satisfaction of the conditions to the License Closing, including with respect to the HSR Act and the lack of court or administrative orders or other

obstacles or requirements blocking or delaying the License Closing, including in connection with the venBio Lawsuit; the possibility that competing offers by third parties for the licensing of IMMU-132 will be made; risks associated with licensing transactions, such as the risks that IMMU-132 will not be integrated into the Company's pipeline successfully or will not perform in clinical testing as expected, in which case the Company may not recover its investment in IMMU-132; risks related to future opportunities and plans for the Company and IMMU-132, including uncertainty of the expected future regulatory filings and future development of IMMU-132; the possibility that if the Company does not complete the License Closing or does not achieve the perceived benefits of the transactions contemplated by the Development and License Agreement as rapidly or to the extent anticipated by financial analysts or investors, the market price of the Company's common stock could decline; the difficulty and uncertainty of pharmaceutical product development; the inherent uncertainty associated with the regulatory approval process, including the risk that regulatory approval of IMMU-132 in the U.S. or elsewhere may not be obtained in a timely manner or at all. More information about the risks and uncertainties faced by the Company is contained in the section captioned "Risk factors" in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed with the SEC. Except as required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of the Company, dated February 10, 2017.

SIGNATURE

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.

SEATTLE GENETICS, INC.

Date: February 16, 2017

By: /s/ Clay B. Siegall
Clay B. Siegall
President and Chief Executive Officer

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Press Release of the Company, dated February 10, 2017.