

Actinium Pharmaceuticals, Inc.  
Form 424B5  
February 15, 2018

**Filed Pursuant to Rule 424(b)(5)**  
**Registration No. 333-216748**

Prospectus Supplement

(To Prospectus Dated October 24, 2017)

Subscription Rights to Purchase Up to 35,714,285 Units

We are distributing to holders of our common stock and to holders of certain of our outstanding warrants who are entitled to participate in this offering, at no charge, non-transferable subscription rights to purchase up to an aggregate of \$25.0 million of units, subject to increase as described in this prospectus supplement. Each unit, which we refer to as a Unit, consists of one share of common stock, 0.25 series A warrants and 0.75 series B warrants, which we refer to as the Common Stock, Series A Warrants, and Series B Warrants, respectively. We refer to the Series A Warrants and the Series B Warrants collectively as the Warrants. Each whole Series A Warrant and whole Series B Warrant will be exercisable for one share of our common stock. We refer to the offering that is the subject of this prospectus supplement as the Rights Offering. In the Rights Offering, you will receive one subscription right for every share of common stock owned at 5:00 p.m., Eastern Time, on February 14, 2018, the record date of the Rights Offering, or the Record Date. The Common Stock, Series A Warrants and Series B Warrants comprising the Units will separate upon the closing of the Rights Offering and will be issued separately but may only be purchased as a Unit, and the Units will not trade as a separate security. The subscription rights will not be tradable.

Each subscription right will entitle you to purchase one Unit, which we refer to as the Basic Subscription Right, at a subscription price per Unit of \$0.70, which we refer to as the Subscription Price. Each Series A Warrant entitles the holder to purchase one share of common stock at an exercise price of \$0.90 per share from the date of issuance through its expiration 12 months from the date of issuance. Each Series B Warrant entitles the holder to purchase one share of common stock at an exercise price of \$1.10 per share from the date of issuance through its expiration 30 months from the date of issuance. If you exercise your Basic Subscription Rights in full, and any portion of the Units remain available under the Rights Offering, you will be entitled to an over-subscription privilege to purchase a portion of the unsubscribed Units at the Subscription Price, subject to proration and ownership limitations, which we refer to as the Over-Subscription Privilege. Each subscription right consists of a Basic Subscription Right and an Over-Subscription Privilege, which we refer to as the Subscription Right.

The Subscription Rights will expire if they are not exercised by 5:00 p.m., Eastern Time, on March 2, 2018, unless the Rights Offering is extended or earlier terminated by the Company. If we elect to extend the Rights Offering, we will issue a press release announcing the extension no later than 9:00 a.m., Eastern Time, on the next business day after the most recently announced expiration date of the Rights Offering. We may extend the Rights Offering for additional periods in our sole discretion. Once made, all exercises of Subscription Rights are irrevocable.

We have not entered into any standby purchase agreement or other similar arrangement in connection with the Rights

Offering. The Rights Offering is being conducted on a best-efforts basis and there is no minimum amount of proceeds necessary to be received in order for us to close the Rights Offering

We have engaged Maxim Group LLC to act as dealer-manager in the Rights Offering.

Investing in our securities involves a high degree of risk. See the section entitled “Risk Factors” beginning on page S-21 of this prospectus supplement. You should carefully consider these risk factors, as well as the information contained in this prospectus supplement and the accompanying prospectus, before you invest.

Broadridge Corporate Issuer Solutions, Inc. will serve as the Subscription Agent and Information Agent for the Rights Offering. The Subscription Agent will hold the funds we receive from subscribers until we complete, abandon or terminate the Rights Offering. If you want to participate in this Rights Offering and you are the record holder of your shares or participating warrants, we recommend that you submit your subscription documents to the Subscription Agent well before the deadline. If you want to participate in this Rights Offering and you hold shares through your broker, dealer, bank or other nominee, you should promptly contact your broker, dealer, bank or other nominee and submit your subscription documents in accordance with the instructions and within the time period provided by your broker, dealer, bank or other nominee. For a detailed discussion, see “The Rights Offering — The Subscription Rights.”

Our board of directors reserves the right to terminate the Rights Offering for any reason any time before the closing of the Rights Offering. If we terminate the Rights Offering, all subscription payments received will be returned within 10 business days, without interest or deduction. We expect the Rights Offering to expire on or about March 2, 2018, subject to our right to extend the Rights Offering as described above, and that we would close on subscriptions within five business days of such date.

Our common stock is listed on NYSE American under the symbol “ATNM.” On February 13, 2018, the last reported sale price of our common stock was \$0.60 per share. There is no established public trading market for the Series A Warrants or the Series B Warrants. We do not intend to apply for listing of the Series A Warrants and Series B Warrants on any securities exchange or recognized trading system. The Subscription Rights are non-transferrable and will not be listed for trading on NYSE American or any other securities exchange or market. You are urged to obtain a current price quote for our common stock before exercising your Subscription Rights.

	Per Unit	Total <sup>(2)</sup>
Subscription price	\$ 0.700	\$ 25,000,000
Dealer-Manager fees and expenses <sup>(1)</sup>	\$ 0.051	\$ 1,835,000
Proceeds to us, before expenses	\$ 0.649	\$ 23,165,000

(1) In connection with this Rights Offering, we have agreed to pay to Maxim Group LLC as the dealer-manager a cash fee equal to 7% of the gross proceeds received by us directly from exercises of the Subscription Rights. We have also agreed to reimburse the dealer-manager for its expenses up to \$85,000. See “Plan of Distribution.”

(2) Assumes the Rights Offering is fully subscribed, but excludes proceeds from the exercise of Warrants included within the Units.

Our board of directors is making no recommendation regarding your exercise of the Subscription Rights. You should carefully consider whether to exercise your Subscription Rights before the expiration date. You may not revoke or revise any exercises of Subscription Rights once made.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Dealer-Manager

Maxim Group LLC

The date of this prospectus supplement is February 15, 2018

Table of Contents

	Pages
<b>Prospectus Supplement</b>	
About this Prospectus Supplement	S-1
Questions and Answers Relating to the rights Offering	S-2
Prospectus Supplement Summary	S-9
The Offering	S-18
Risk Factors	S-21
Special Note Regarding Forward-Looking Statements	S-46
Use of Proceeds	S-47
Dilution	S-48
Dividend Policy	S-49
The Rights Offering	S-50
Material U.S. Federal Income Tax Consequences	S-59
Description of Securities we are Offering	S-67
Plan of Distribution	S-69
Notice to Investors	
Legal Matters	S-70
Experts	S-70
Where You Can Find More Information	S-70
Incorporation of Certain Information by Reference	S-70

Prospectus

About this Prospectus	1
Prospectus Summary	2
Risk Factors	9
Special Note Regarding Forward-Looking Statements	10
Use of Proceeds	11
Description of Capital Stock	12
Description of Debt Securities	19
Description of Warrants	26
Description of Rights	28
Description of Purchase Contracts	29
Description of Units	30
Plan of Distribution	31
Legal Matters	33
Experts	33
Where You Can Find More Information	33
Incorporation of Certain Information by Reference	34

## About this Prospectus Supplement

This prospectus supplement and the accompanying prospectus form a part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission utilizing a “shelf” registration process. This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, provides more general information about the securities we may offer from time to time, some of which may not apply to the securities offered by this prospectus supplement. Generally, when we refer to this prospectus, we are referring to both parts of this document combined. Before you invest, you should carefully read this prospectus supplement, the accompanying prospectus, all information incorporated by reference herein and therein, and the additional information described under “Where You Can Find More Information” on page S-70 of this prospectus supplement. These documents contain information you should consider when making your investment decision. This prospectus supplement may add, update or change information contained in the accompanying prospectus. To the extent that any statement that we make in this prospectus supplement is inconsistent with statements made in the accompanying prospectus or any documents incorporated by reference therein, the statements made in this prospectus supplement will be deemed to modify or supersede those made in the accompanying prospectus and such documents incorporated by reference therein.

Neither we nor the dealer-manager have authorized any other person to provide you with any information that is different. We are offering to sell, and seeking offers to buy, our securities only in jurisdictions where offers and sales are permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the securities in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement and/or the accompanying prospectus must inform themselves about, and observe any restrictions relating to, the offering of the securities and the distribution of this prospectus supplement and/or the accompanying prospectus outside the United States. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus supplement and the accompanying prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference in the accompanying prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

Unless the context otherwise requires, references in this prospectus supplement to “we”, “us” and “our” refer to Actinium Pharmaceuticals, Inc.

## Questions and Answers Relating to Rights Offering

The following are examples of what we anticipate will be common questions about this Rights Offering. The answers are based on selected information included elsewhere in this prospectus supplement. The following questions and answers do not contain all of the information that may be important to you and may not address all of the questions that you may have about the Rights Offering. This prospectus supplement and the documents incorporated by reference into this prospectus supplement contain more detailed descriptions of the terms and conditions of the Rights Offering and provides additional information about us and our business, including potential risks related to the Rights Offering, the Units offered hereby, and our business. We urge you to read this entire prospectus and the documents incorporated by reference into this prospectus supplement.

### Why are we conducting the Rights Offering?

We are conducting the Rights Offering to complete our ongoing pivotal, Phase 3 SIERRA trial for our lead product candidate Iomab-B, generate topline results and support the filing of a BLA application with the U.S. Food and Drug Administration (FDA) all of which are anticipated to be approximately \$12 to 15 million. We may elect to use any additional proceeds above \$15 million to fund proof-of-concept of our planned Phase 2 Actimab-MDS trial from the CD33 Program, if appropriate, as we believe this can further support its partnering strategy for the CD33 program. We will also use the proceeds to support our AWE Technology Platform, research and development and general working capital needs.

### What is the Rights Offering?

We are distributing, at no charge, to record holders of our common stock and to holders of certain of our outstanding warrants who are entitled to participate in this offering, non-transferable Subscription Rights to purchase Units at a price of \$0.70 per Unit. The Subscription Rights will not be tradable. Each Unit consists of one share of Common Stock, 0.25 Series A Warrants, and 0.75 Series B Warrants. Each whole Warrant will be exercisable for one share of our Common Stock. Upon closing of the Rights Offering, the Common Stock and Warrants will immediately separate. You will receive one Subscription Right for every share of common stock or each share of common stock underlying the participating warrants that you owned as of 5:00 p.m., Eastern Time, on the Record Date. Each Subscription Right entitles the record holder to a Basic Subscription Right and an Over-Subscription Privilege. The Subscription Rights will expire if they are not exercised by 5:00 p.m., Eastern Time, on March 2, 2018, unless we extend or earlier terminate the Rights Offering.

### What are the Basic Subscription Rights?

For every share or whole share underlying the participating warrants you owned as of the Record Date, you will receive one Basic Subscription Right, which gives you the opportunity to purchase one Unit, consisting of one share of our Common Stock, 0.25 Series A Warrants and 0.75 Series B Warrants, for a price of \$0.70 per Unit. For example, if you owned 1,000 shares of common stock as of the Record Date, you will receive 1,000 Subscription Rights and will have the right to purchase 1,000 shares of our Common Stock, Series A Warrants to purchase 250 shares of common stock and Series B Warrants to purchase 750 shares of our common stock for an aggregate purchase price of \$0.70 per Unit (or a total payment of \$700). You may exercise all or a portion of your Basic Subscription Rights or you may choose not to exercise any Basic Subscription Rights at all.

If you are a record holder of our common stock or a holder of participating warrants, the number of shares you may purchase pursuant to your Basic Subscription Rights is indicated on the enclosed Rights Certificate. If you hold your shares or participating warrants in the name of a broker, dealer, bank or other nominee who uses the services of the Depository Trust Company, or DTC, you will not receive a Rights Certificate. Instead, DTC will issue one Subscription Right to your nominee record holder for each share of our common stock or participating warrant that you beneficially own as of the Record Date. If you are not contacted by your nominee, you should contact your

nominee as soon as possible.

What is the Over-Subscription Privilege?

If you exercise your Basic Subscription Rights in full, you may also choose to exercise your Over-Subscription Privilege to purchase a portion of any Units that remain available under the Rights Offering. You should indicate on your Rights Certificate, or the form provided by your nominee if your shares are held in the name of a nominee, how

S-2

many additional Units you would like to purchase pursuant to your Over-Subscription Privilege, which we refer to as your Over-Subscription Request.

Subject to stock ownership limitations, if sufficient Units are available, we will seek to honor your Over-Subscription Request in full. If Over-Subscription Requests exceed the number of Units available, however, we will allocate the available Units pro-rata among the record holders exercising the Over-Subscription Privilege in proportion to the number of shares of our common stock each of those record holders owned on the Record Date, relative to the number of shares owned on the Record Date by all record holders exercising the Over-Subscription Privilege. If this pro-rata allocation results in any record holders receiving a greater number of Units than the record holder subscribed for pursuant to the exercise of the Over-Subscription Privilege, then such record holder will be allocated only that number of Units for which the record holder oversubscribed, and the remaining Units will be allocated among all other record holders exercising the Over-Subscription Privilege on the same pro rata basis described above. The proration process will be repeated until all Units have been allocated. See “The Rights Offering — Limitation on the Purchase of Units” for a description of certain stock ownership limitations.

To properly exercise your Over-Subscription Privilege, you must deliver to the Subscription Agent the subscription payment related to your Over-Subscription Privilege before the Rights Offering expires. See “The Rights Offering — The Subscription Rights — Over-Subscription Privilege.” To the extent you properly exercise your Over-Subscription Privilege for an amount of Units that exceeds the number of unsubscribed Units available to you, any excess subscription payments will be returned to you within 10 business days after the expiration of the Rights Offering, without interest or deduction.

Broadridge Corporate Issuer Solutions, Inc., our Subscription Agent for the Rights Offering, will determine the allocation of Over-Subscription Requests based on the formula described above.

May the Subscription Rights that I exercise be reduced for any reason?

Yes. While we are distributing to holders of our common stock and to holders of certain of our outstanding warrants who are entitled to participate in this offering one Subscription Right for every share of common stock or participating warrant owned on the Record Date, we are only seeking to raise \$25.0 million dollars in gross proceeds in this Rights Offering, subject to increase as described under “The Rights Offering — Limitation on the Purchase of Units” and “The Rights Offering — Amendment to the Terms of the Rights Offering” below. As a result, based on 80,072,900 shares of common stock and 21,608,333 participating warrants outstanding as of February 14, 2018, we would grant Subscription Rights to acquire 101,681,233 Units, but will only accept subscriptions for 35,714,285 Units. Accordingly, sufficient Units may not be available to honor your subscription in full.

If exercises of Basic Subscription Rights exceed the number of Units available in the Rights Offering, we will allocate the available Units pro-rata among the record holders exercising the Basic Subscription Rights in proportion to the number of shares of our common stock or participating warrants each of those record holders owned on the Record Date, relative to the number of shares or participating warrants owned on the Record Date by all record holders exercising the Basic Subscription Right. If this pro-rata allocation results in any record holders receiving a greater number of Units than the record holder subscribed for pursuant to the exercise of the Basic Subscription Rights, then such record holder will be allocated only that number of Units for which the record holder subscribed, and the remaining Units will be allocated among all other record holders exercising their Basic Subscription Rights on the same pro rata basis described above. The proration process will be repeated until all Units have been allocated. Please also see the discussion under “The Rights Offering — The Subscription Rights — Over-Subscription Privilege” and “The Rights Offering — Limitation on the Purchase of Units” for a description potential proration as to the Over-Subscription Privilege and certain stock ownership limitations.

Unless we otherwise agree in writing, a person or entity, together with related persons or entities, may not exercise Subscription Rights (including Over-Subscription Privileges) to purchase Units that, when aggregated with their



existing ownership, would result in such person or entity, together with any related persons or entities, owning in excess of 19.99% of our issued and outstanding shares of common stock following the closing of the transactions contemplated by this Rights Offering. If the amount of shares allocated to you is less than your subscription request, then the excess funds held by the Subscription Agent on your behalf will be returned to you, without interest, as soon as practicable after the Rights Offering has expired and all prorating calculations and reductions contemplated by the terms of the Rights Offering have been effected, and we will have no further obligations to you.

S-3

In addition, to the extent that any participating warrant holder's right to participate in this Rights Offering would result in the holder exceeding the beneficial ownership limitation set forth in the participating warrants, then the holder will not be entitled to participate in this Rights Offering

What are the terms of the Series A Warrants and Series B Warrants?

Each whole Series A Warrant entitles the holder to purchase one share of common stock at an exercise price of \$0.90 per share from the closing date through its expiration 12 months from the date of issuance. The Warrants will be exercisable for cash, or, solely during any period when a registration statement for the exercise of the Warrants is not in effect, on a cashless basis. We may redeem the Warrants for \$0.001 per Warrant if our common stock closes above \$1.80 per share for ten consecutive trading days.

Each whole Series B Warrant entitles the holder to purchase one share of common stock at an exercise price of \$1.10 per share from the closing date through its expiration 30 months from the date of issuance. The Warrants will be exercisable for cash, or, solely during any period when a registration statement for the exercise of the Warrants is not in effect, on a cashless basis. We may redeem the Warrants for \$0.001 per Warrant if our common stock closes above \$3.30 per share for ten consecutive trading days.

Are the Warrants listed?

The Series A Warrants and Series B Warrants are not listed on any exchange and we do not intend to list these Warrants. The Warrants will be issued in registered form under a warrant agent agreement with Action Stock Transfer Corporation as warrant agent.

**Will fractional shares or warrants be issued upon exercise of Subscription Rights, upon the issuance of the Common Stock, Series A Warrants or Series B Warrants, or upon the exercise of Series A Warrants or Series B Warrants?**

No. We will not issue fractional shares or warrants, as applicable, of Common Stock, Series A Warrants or Series B Warrants in the Rights Offering. Rights holders will only be entitled to purchase a number of Units representing a whole number of shares or warrants, as applicable, of Common Stock, Series A Warrants or Series B Warrants, rounded down to the nearest whole number of shares or warrants a holder would otherwise be entitled to purchase. Any excess subscription payments received by the Subscription Agent will be returned within 10 business days after expiration of the Rights Offering, without interest or deduction. Similarly, no fractional shares of common stock shall be issued upon the exercise of the Series A Warrants or Series B Warrants.

What effect will the Rights Offering have on our outstanding common stock?

Assuming no other transactions by us involving our capital stock prior to the expiration of the Rights Offering, and if the Rights Offering is fully subscribed, upon consummation of the Rights Offering we will have 115,787,185 shares of common stock issued and outstanding, Series A Warrants to purchase an additional 8,928,571 shares of our common stock issued and outstanding, and Series B Warrants to purchase an additional 26,785,713 shares of our common stock issued and outstanding, based on 80,072,900 shares of our common stock outstanding as of February 14, 2018. The exact number of shares of Common Stock, Series A Warrants, and Series B Warrants that we will issue in this offering will depend on the number of Units that are subscribed for in the Rights Offering.

How was the Subscription Price determined?

In determining the Subscription Price, the board of directors considered, among other things, the following factors:

- our need to raise capital in the near term to continue our operations;

- the current and historical trading prices of our common stock;
- the price at which stockholders might be willing to participate in the Rights Offering;
- the value of the Common Stock being issued as a component of the Unit;
- the value of the Series A Warrants and Series B Warrants being issued as a component of the Unit;

S-4

- our need for additional capital and liquidity;
- the cost of capital from other sources; and
- comparable precedent transactions, including the percentage of shares offered, the terms of the subscription rights being offered, the subscription price and the discount that the subscription price represented to the immediately prevailing closing prices for those offerings.

In conjunction with the review of these factors, the board of directors also reviewed our history and prospects, including our past and present earnings and cash requirements, our prospects for the future, the outlook for our industry and our current financial condition. The board of directors also believed that the Subscription Price should be designed to provide an incentive to our current stockholders and holders of the participating warrants to participate in the Rights Offering and exercise their Basic Subscription Right and their Over-Subscription Privilege.

The Subscription Price does not necessarily bear any relationship to any established criteria for value. You should not consider the Subscription Price as an indication of actual value of our company or our common stock. The market price of our common stock may decline during or after the Rights Offering. You should obtain a current price quote for our common stock and perform an independent assessment of our Common Stock and Warrants before exercising your Subscription Rights and make your own assessment of our business and financial condition, our prospects for the future, the terms of the Rights Offering, the information in this prospectus and the other considerations relevant to your circumstances. Once made, all exercises of Subscription Rights are irrevocable. In addition, there is no established trading market for the Warrants to be issued pursuant to this offering, and the Warrants may not be widely distributed.

Am I required to exercise all of the Basic Subscription Rights I receive in the Rights Offering?

No. You may exercise any number of your Basic Subscription Rights, or you may choose not to exercise any Basic Subscription Rights. If you do not exercise any Basic Subscription Rights, the number of shares of our common stock you own will not change. However, if you choose to not exercise your Basic Subscription Rights in full and other holders of Subscription Rights do exercise, your proportionate ownership interest in our company will decrease. If you do not exercise your Basic Subscription Rights in full, you will not be entitled to exercise your Over-Subscription Privilege.

How soon must I act to exercise my Subscription Rights?

If you received a Rights Certificate and elect to exercise any or all of your Subscription Rights, the Subscription Agent must receive your completed and signed Rights Certificate and payment for both your Basic Subscription Rights and any Over-Subscription Privilege you elect to exercise before the Rights Offering expires on March 2, 2018, at 5:00 p.m., Eastern Time, unless we extend or earlier terminate the Rights Offering. If you hold your shares in the name of a broker, dealer, bank or other nominee, your nominee may establish a deadline before the expiration of the Rights Offering by which you must provide it with your instructions to exercise your Subscription Rights, along with the required subscription payment.

May I transfer my Subscription Rights?

No. The Subscription Rights may be exercised only by the stockholders and holders of the participating warrants to whom they are distributed, and they may not be sold, transferred, assigned or given away to anyone else, other than by operation of law. As a result, Rights Certificates may be completed only by the holder who receives the certificate. We do not intend to apply for the listing of the Subscription Rights on any securities exchange or recognized trading market.

Will our directors and executive officers participate in the Rights Offering?

To the extent they hold common stock as of the Record Date, our directors and executive officers will be entitled to participate in the Rights Offering on the same terms and conditions applicable to other Rights holders. While none of our directors or executive officers has entered into any binding commitment or agreement to exercise Subscription Rights received in the Rights Offering, all of our directors and executive officers have indicated an interest in participating in the offering.

S-5

Has the board of directors made a recommendation to stockholders or holders of participating warrants regarding the Rights Offering?

No. Our board of directors is making no recommendation regarding your exercise of the Subscription Rights. Rights holders who exercise Subscription Rights will incur investment risk on new money invested. Our common stock is listed on NYSE American. We cannot predict the price at which our shares of common stock will trade after the Rights Offering. On February 13, 2018, the last reported sale price of our common stock on NYSE American was \$0.60 per share. You should make your decision based on your assessment of our business and financial condition, our prospects for the future, the terms of the Rights Offering, the information contained in this prospectus and other considerations relevant to your circumstances. See “Risk Factors” for discussion of some of the risks involved in investing in our securities.

How do I exercise my Subscription Rights?

If you are a stockholder or holder of the participating warrants of record (meaning you hold your shares of our common stock or participating warrant holder in your name and not through a broker, dealer, bank or other nominee) and you wish to participate in the Rights Offering, you must deliver a properly completed and signed Rights Certificate, together with payment of the Subscription Price for both your Basic Subscription Rights and any Over-Subscription Privilege you elect to exercise, to the Subscription Agent before 5:00 p.m., Eastern Time, on March 2, 2018. If you are exercising your Subscription Rights through your broker, dealer, bank or other nominee, you should promptly contact your broker, dealer, bank or other nominee and submit your subscription documents and payment for the Units subscribed for in accordance with the instructions and within the time period provided by your broker, dealer, bank or other nominee.

What if my shares or warrants are held in “street name”?

If you hold your shares of our common stock or participating warrants in the name of a broker, dealer, bank or other nominee, then your broker, dealer, bank or other nominee is the record holder of the shares or warrants you beneficially own. The record holder must exercise the Subscription Rights on your behalf. Therefore, you will need to have your record holder act for you.

If you wish to participate in this Rights Offering and purchase Units, please promptly contact the record holder of your shares or participating warrants. We will ask the record holder of your shares or participating warrants, who may be your broker, dealer, bank or other nominee, to notify you of this Rights Offering.

What form of payment is required?

You must timely pay the full Subscription Price for the full number of Units you wish to acquired pursuant to the exercise of Subscription Rights by delivering to the Subscription Agent a:

- personal check drawn on a U.S. bank;
- certified check drawn on a U.S. bank;
- U.S. Postal money order; or
- wire transfer.

If you send payment by personal uncertified check, payment will not be deemed to have been delivered to the Subscription Agent until the check has cleared. As such, any payments made by personal check should be delivered to the Subscription Agent no fewer than three business days prior to the expiration date.