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CEL SCI CORP
Form 8-K
December 05, 2012

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 4, 2012

CEL-SCI CORPORATION

(Exact name of Registrant as specified in its charter)

Colorado	01-11889	84-0916344
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(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

8229 Boone Boulevard, Suite 802
Vienna, Virginia 22182

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (703) 506-9460

N/A

(Former name or former address if changed since last report)

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Item 1.01 Entry Into a Material Definitive Agreement

On December 4, 2012 CEL-SCI Corporation sold 35,000,000 shares of its common stock for \$10,500,000 or \$0.30 per share, in a registered direct offering. The investors in this offering also received Series R warrants which entitle the investors to purchase up to 26,250,000 shares of CEL-SCI's common stock. The Series R warrants may be exercised at any time on or after June 7,

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2013 and on or before December 7, 2016 at a price of \$0.40 per share.

CEL-SCI has agreed to pay Chardan Capital Markets, LLC, the placement agent for this offering, a cash commission of \$682,500.

CEL-SCI has filed with the Securities and Exchange Commission a prospectus supplement to its shelf Registration Statement on Form S-3 registering the shares of common stock and warrants sold in this offering.

The transaction is expected to close on or before December 7, 2012. CEL-SCI will receive net proceeds of approximately \$9,800,000 from the sale of the securities described above, after deductions for the placement agent's commissions and offering expenses.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
5	Opinion of Counsel
10(ii)	Form of Securities Purchase Agreement and form of Series R warrant, which is an exhibit to the Securities Purchase Agreement.
10(jj)	Placement Agent Agreement
23	Consent of Attorneys

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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.

Date: December 4, 2012

CEL-SCI CORPORATION

By: /s/ Geert R. Kersten

Geert R. Kersten, Chief Executive Officer