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CEL SCI CORP
Form 8-K
June 25, 2009

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): June 23, 2009

CEL-SCI CORPORATION

(Exact name of Registrant as specified in its charter)

Colorado	0-11503	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)

Item 1.01 Entry Into a Material Definitive Agreement

On June 23, 2009 CEL-SCI Corporation sold 12,500,000 shares of its common stock to a private investor for \$5,000,000 or \$0.40 per share. The investor also received warrants which entitle the investor to purchase 8,375,000 shares of CEL-SCI's common stock. The warrants may be exercised at any time on or after December 24, 2009 and on or prior to December 24, 2014 at a price of \$0.50 per share.

CEL-SCI has agreed to pay Chardon Capital Markets, LLC, the placement agent for the offering, a cash commission of \$250,000.

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 to the private investors.

Item 9.01 Financial Statements and Exhibits

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Exhibit Number -----	Description -----
5	Opinion of Counsel
10(j)	Securities Purchase Agreement
10(k)	Form of Warrant

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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: June 24, 2009.

CEL-SCI CORPORATION

By: /s/ Geert R. Kersten

Geert R. Kersten, Chief Executive
Officer

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EXHIBITS