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CEL SCI CORP  
Form 8-K  
October 06, 2011

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): October 3, 2011

CEL-SCI CORPORATION

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(Exact name of Registrant as specified in its charter)

|   |                       |                                      |
|---|-----------------------|--------------------------------------|
| Colorado  | 0-11503               | 84-0916344                           |
| -----   | -----                 | -----                                |
| (State or other jurisdiction<br>of incorporation) | (Commission File No.) | (IRS Employer<br>Identification No.) |

8229 Boone Boulevard, Suite 802  
Vienna, Virginia 22182

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(Address of principal executive offices, including Zip Code)

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

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

Item 1.01 Entry Into a Material Definitive Agreement

On October 3, 2011 CEL-SCI Corporation sold 13,333,334 shares of its common stock to a group of private investors for \$4,000,000 or \$0.30 per share. The investors also received Series F warrants which entitle the investors to purchase up to 12,000,000 shares of CEL-SCI's common stock. The Series F warrants may be exercised at any time prior to October 6, 2014 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 \$140,000, as well as 666,667 Series G

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warrants. Each Series G warrant entitles the holder to purchase one share of CEL-SCI's common stock. The Series G warrants may be exercised at any time prior to August 12, 2014 at a price of \$0.40 per share.

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.

The transaction closed on October 6, 2011.

Roth Capital Partners served as the financial advisor to CEL-SCI for this transaction.

### Item 9.01 Financial Statements and Exhibits

| Exhibit Number<br>----- | Description<br>-----   |
|-------------------------|--|
| 5                       | Opinion of Counsel   |
| 10(aa)                  | Securities Purchase Agreement, together with schedule required by Instruction 2 to Item 601 of Regulation S-K, and the form of the Series F warrant, which is an exhibit to the Securities Purchase Agreement. |
| 10(bb)                  | Placement Agent Agreement  |
| 23(a)                   | 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: October 6, 2011

CEL-SCI CORPORATION

By: /s/ Geert R. Kersten

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Geert R. Kersten, Chief Executive Officer

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