

Edgar Filing: CEL SCI CORP - Form 8-K

CEL SCI CORP  
Form 8-K  
April 18, 2014

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): April 17, 2014

CEL-SCI CORPORATION

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(Exact name of Registrant as specified in its charter)

|   |                       |                                      |
|---|-----------------------|--------------------------------------|
| Colorado  | 01-11889              | 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

N/A

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

Check appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below)

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-14(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

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On April 14, 2014 CEL-SCI Corporation (the "Company"), Dawson James Securities, Inc. and Laidlaw & Company (UK) Ltd. (the "Underwriters"), entered into an underwriting agreement (the "Underwriting Agreement") to issue and sell shares of the Company's common stock, as well as warrants to purchase shares of common stock, for the combined purchase price of \$1.40. Each warrant entitles the holder to purchase one share of the Company's common stock at a price of \$1.58 per share. The warrants expire on October 17, 2014.

The offering of the 7,128,229 shares and the 1,782,057 warrants closed on April 17, 2014. The net proceeds to the Company from the sale of the shares and warrants was approximately \$9,230,000, after deducting the underwriting discount.

The shares and warrants were offered and sold pursuant to the Company's existing shelf registration statement on Form S-3 (333-186103) that was declared effective by the Securities and Exchange Commission on February 28, 2013, a Prospectus dated December 17, 2013 and a Prospectus Supplement dated April 14, 2014.

The foregoing description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which was filed as Exhibit 1 to the Company's Report on Form 8-K dated April 14, 2014, and is incorporated by reference herein.

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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: April 17, 2014

CEL-SCI CORPORATION

By: /s/ Geert Kersten

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Geert Kersten, Chief Executive  
Officer