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CEL SCI CORP
Form 8-K
June 23, 2015

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 22, 2015

CEL-SCI CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------|--------------------------------------|
| Colorado | 0-11503 | 84-091634 |
| ----- | ----- | ----- |
| (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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 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-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.07. Submission of Matters to a Vote of Securities Holders.

The annual meeting of CEL-SCI's shareholders was held on June 22, 2015. At the meeting the following persons were elected as directors for the upcoming year:

| Name ----- | Votes | | Broker Non-Votes ----- |
|------------------------|------------|------------------|------------------------------|
| | For --- | Against ----- | |
| Maximilian de Clara | 24,855,097 | 1,674,328 | 40,338,668 |
| Geert R. Kersten | 25,576,797 | 952,628 | 40,338,668 |
| Alexander G. Esterhazy | 22,833,534 | 3,695,891 | 40,338,668 |
| Peter R. Young | 23,030,286 | 3,499,139 | 40,338,668 |
| Bruno Baillavoine | 25,783,505 | 745,920 | 40,338,668 |

At the meeting the following were ratified by CEL-SCI's shareholders:

- (1) the adoption of CEL-SCI's 2015 Non-Qualified Stock Option Plan;
- (2) the adoption of CEL-SCI's 2015 Stock Bonus Plan;
- (3) the adoption of CEL-SCI's 2015 Stock Compensation Plan;
- (4) the extension of CEL-SCI's Shareholder Rights Plan; and
- (5) ratification of the appointment of BDO USA, LLP as CEL-SCI's independent registered public accounting firm for the fiscal year ending September 30, 2015;

The following is a tabulation of votes cast with respect to proposals 1, 2, 3, 4 and 5:

| Proposal ----- | Votes | | | Broker Non-Votes ----- |
|-------------------|------------|------------------|------------------|------------------------------|
| | For --- | Against ----- | Abstain ----- | |
| (1) | 20,734,651 | 5,331,348 | 463,426 | 40,338,668 |
| (2) | 23,126,729 | 2,950,765 | 451,931 | 40,338,668 |
| (3) | 23,215,664 | 2,868,086 | 445,675 | 40,338,668 |
| (4) | 22,560,712 | 3,757,778 | 210,935 | 40,338,668 |
| (5) | 65,004,137 | 1,172,789 | 691,167 | 0 |

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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 23, 2015

CEL-SCI CORPORATION

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By: /s/ Patricia B. Prichep

Patricia B. Prichep
Senior Vice President of Operations