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CEL SCI CORP
Form 8-K
August 09, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
placeCityWASHINGTON, StateD.C. PostalCode20549

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): August 3, 2010

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 8.01 Other Events

In April 2007 CEL-SCI Corporation issued its Series M warrants to a group of private investors. The Series M warrants collectively entitle the holders to purchase up to 10,021,667 shares of CEL-SCI's common stock at a price of \$2.00 per share. The Series M warrants expire on July 31, 2012.

Laksya Ventures is the owner of 8,800,000 Series M Warrants. On August 3, 2010 CEL-SCI's Directors approved an amendment to the terms of the Series M warrants held by Laksya such that Laksya may purchase 6,000,000 shares of

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CEL-SCI's common stock (as reduced from 8,800,000 shares) at a price of \$0.60 per share.

In approving the amendment to Laksya's Series M warrants, CEL-SCI's Directors determined that reducing the number of CEL-SCI's outstanding warrants would be beneficial.

CEL-SCI will file with the Securities and Exchange Commission a prospectus supplement to its shelf Registration Statement on Form S-3 registering the shares issuable upon the exercise of the Series M warrants.

CEL-SCI will not pay any commissions with respect to the sale of any securities offered by the prospectus supplement.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
5	Opinion of Counsel
10(i)	Warrant Modification 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: August 9, 2010

CEL-SCI CORPORATION

By: /s/ Patricia B. Prichep

Patricia B. Prichep
Senior Vice President of Operations

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EXHIBITS