

ANTIGENICS INC /DE/  
Form 8-K  
March 11, 2008

**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**

**March 5, 2008**

**Date of Report (Date of earliest event reported)**

**ANTIGENICS INC.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction)**

**000-29089**  
**(Commission File Number)**

**06-1562417**  
**(IRS Employer)**

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of incorporation)

Identification No.)

**162 Fifth Avenue, Suite 900**

**New York, NY**  
(Address of principal executive offices)

**212-994-8200**

**10010**  
(Zip Code)

(Registrant's telephone number, including area code)

Check the 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-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02** Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangement of Certain Officers.

On March 5, 2008, Antigenics Inc. (the Company) amended the terms of restricted stock awards previously granted on January 5, 2007 to certain employees, including executive officers Garo Armen, Christine Klaskin, Shalini Sharp and Kerry Wentworth, to provide for accelerated vesting in the event of a change of control of the Company and to clarify that vesting would continue in the event that an employee transitioned into a consultancy position. These terms are consistent with the terms adopted by the Company for restricted stock awards granted on January 10, 2008. A copy of the form of Restricted Stock Award Agreement is filed herewith as Exhibit 10.1. The description of the amended terms of the restricted stock awards is qualified in its entirety by reference to the form of Restricted Stock Award Agreement.

**Item 9.01** Financial Statements and Exhibits

(d) Exhibits

10.1 Form of Restricted Stock Award Agreement

**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: March 11, 2008

**ANTIGENICS INC.**

By: /s/ Shalini Sharp  
Shalini Sharp  
Chief Financial Officer

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
10.1	Form of Restricted Stock Award Agreement