

Edgar Filing: CEL SCI CORP - Form 8-K/A

CEL SCI CORP  
Form 8-K/A  
January 15, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): January 13, 2016

CEL-SCI CORPORATION

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(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

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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 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))

Item 1.01 Entry Into a Material Definitive Agreement

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On January 13, 2016 the Company sold 3,000,000 shares of its common stock and 3,000,000 warrants to the de Clara Trust for \$1,110,000. The de Clara Trust is controlled by Geert Kersten, the Company's Chief Executive Officer and a director. Each warrant allows the de Clara Trust to purchase one share of the Company's common stock at a price of \$0.37 per share at any time on or before January 13, 2021.

The Company's directors have determined that the terms of the Series N warrants held by the de Clara Trust will not be changed and will have the same terms as were in existence prior to January 13, 2016.

Item 9.01 Financial Statements and Exhibits.

Exhibit -----	Description -----
5	Opinion of Hart & Hart, LLC
10(fff)	Subscription Agreement
10(ggg)	Form of Warrant (Series X)
23	Consent of Hart & Hart, LLC

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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: January 15, 2016

CEL-SCI CORPORATION

By: /s/ Patricia B. Prichep

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Patricia B. Prichep,  
Senior Vice President of Operations