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CEL SCI CORP
Form S-3MEF
April 25, 2002

As filed with the Securities and Exchange Commission on _____, 2002.

Registration No 333-
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3

Registration Statement
Under
THE SECURITIES ACT OF 1933

CEL-SCI Corporation

(Exact name of registrant as specified in charter)

Colorado

(State or other jurisdiction of incorporation)

8229 Boone Blvd. #802
Vienna, Virginia 22182
(703) 506-9460

84-0916344

(IRS Employer I.D.
Number)

(Address, including zip code, and telephone number
including area of principal executive offices)

Geert Kersten
8229 Boone Blvd. #802
Vienna, Virginia 22182
(703) 506-9460

(Name and address, including zip code, and telephone number,
including area code, of agent for service)

Copies of all communications, including all communications sent to
the agent for service, should be sent to:

William T. Hart, Esq.
Hart & Trinen
1624 Washington Street
Denver, Colorado 80203
(303) 839-0061

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after the effective date
of this Registration Statement

If the only securities being registered on this Form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest

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reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration for the same offering. [X] 333-76396

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

| Title of each Class of Securities to be Registered | Securities to be Registered | Proposed Maximum Offering Price Per Unit (1) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-----------------------------------|--|---|----------------------------------|
| Common stock (2) | 3,485,000 | \$0.35 | \$1,219,750 | \$112 |

(1) Offering price computed in accordance with Rule 457(c).

(2) Shares of common stock offered by the selling shareholders.

Pursuant to Rule 416, this Registration Statement includes such indeterminate number of additional securities as may be required for issuance as the result of any stock splits, stock dividends or similar transactions.

This registration statement is being filed pursuant to Rule 462(b). Pursuant to Instruction IV of the general instructions to Form S-3 the contents of registration statement 333-76396 are incorporated by reference.

POWER OF ATTORNEY

The registrant and each person whose signature appears below hereby authorizes the agent for service named in this Registration Statement, with full power to act alone, to file one or more amendments (including post-effective amendments) to this Registration Statement, which amendments may make such changes in this Registration Statement as such agent for service deems appropriate, and the Registrant and each such person hereby appoints such agent for service as attorney-in-fact, with full power to act alone, to execute in the name and in behalf of the Registrant and any such person, individually and in each capacity stated below, any such amendments to this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Registration

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Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vienna, State of Virginia, on the 19th day of April , 2002.

CEL-SCI CORPORATION

By: /s/ Maximilian de Clara

Maximilian de Clara, President

| Signature | Title | Date |
|--|---|----------------|
| /s/ Maximilian de Clara ----- Maximilian de Clara | Director and Principal Executive Officer | April 19, 2002 |
| /s/ Geert R. Kersten ----- Geert R. Kersten | Director, Principal Financial Officer and Chief Executive Officer | April 19, 2002 |
| Alexander G. Esterhazy | Director | |
| /s/ C. Richard Kinsolving ----- C. Richard Kinsolving, Ph.D. | Director | April 19, 2002 |

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