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CEL SCI CORP
Form 8-K
May 05, 2004

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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): May 4, 2004

CEL-SCI CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------|--------------------------------------|
| Colorado | 0-11503 | 84-0916344 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

8229 Boone Blvd. #802
Vienna, VA 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 5. Other Events and Regulation FD Disclosure

On May 4, 2003, CEL-SCI sold 6,402,435 shares of its common stock to a private investor for \$5,250,000 or \$0.82 per share. As part of this transaction, Wachovia Capital Markets, LLC, the placement agent in the offering, received from CEL-SCI a cash commission of \$315,000, or 6% of the gross offering price for the shares sold, as well as warrants to purchase 76,642 shares of CEL-SCI's

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common stock at a price of \$1.37 per share at any time prior to May 4, 2009. CEL-SCI also paid certain legal fees and other expenses incurred by the placement agent which are estimated to be \$75,000. CEL-SCI has filed with the Securities and Exchange Commission a prospectus supplement to its shelf registration statement on Form S-3 registering the shares of common stock sold to the private investor.

Item 7. Financial Statements and Exhibits

| Exhibit Number | Description |
|----------------|--|
| 5 | Opinion of Counsel |
| 10(bb) | Placement Agent Agreement Placement Agent Warrant |
| 10(cc) | Securities Purchase 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: May 4, 2004

CEL-SCI CORPORATION

By: /s/ Geert R. Kersten

Geert R. Kersten, Chief Executive Officer

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EXHIBITS