

CANCERVAX CORP  
Form 8-K  
December 29, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): December 22, 2005  
CANCERVAX CORPORATION  
(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-50440**  
(Commission  
File Number)

**52-2243564**  
(IRS Employer  
Identification No.)

**2110 Rutherford Road, Carlsbad, CA**  
(Address of Principal Executive Offices)

**92008**  
(Zip Code)

Registrant's telephone number, including area code: **(760) 494-4200**

(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 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))
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EXHIBIT 10.1

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**Item 1.01. Amendment of a Material Definitive Agreement.**

On December 22, 2005, CancerVax Corporation (the Company ) and Serono Technologies S.A., a Swiss corporation, entered into an amendment (the Amendment ) to their collaboration agreement, which modifies, effective as of January 1, 2005, the basis for the calculation upon which certain of the expenses are to be shared equally by the parties to make such calculations consistent with the original intent of the parties.

The Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

**Exhibit No. Description**

10.1 Amendment No. 1 to Collaboration and License Agreement, dated as of December 22, 2005, by and between CancerVax Corporation and Serono Technologies S.A.

Portions of this exhibit (indicated by asterisks) have been omitted pursuant to a request for confidential treatment and this exhibit has been filed separately with the Securities and Exchange Commission.

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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.

CANCERVAX CORPORATION

Date: December 29, 2005

By: /s/ David F. Hale  
Name: David F. Hale  
Title: President and Chief Executive  
Officer

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