

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

CEL SCI CORP

Form: SC 13G

Date Filed: 2001-01-16

Corporate Issuer CIK: 725363

Symbol: CVM

SIC Code: 2836

Fiscal Year End: 09/30

SCHEDULE 13G
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN THE STATEMENTS FILED PURSUANT TO RULES
13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)**

(Amendment No. 1)*

Cel-Sci Corporation

(Name of Issuer)

Common Stock \$.01 par value per share

(Title of Class of Securities)

150837 40 9

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Advantage Fund II Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐

(b) ☐ (See Item 6)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF 5 SOLE VOTING POWER

SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 979,920 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON 8 SHARED DISPOSITIVE POWER

WITH 979,920 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

979,920 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.79%

12 TYPE OF REPORTING PERSON*

CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Genesee International, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐

(b) ☐ (See Item 6)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 979,920 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON 8 SHARED DISPOSITIVE POWER

WITH 979,920 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

979,920 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.79%

12 TYPE OF REPORTING PERSON*

CO

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Donald R. Morken

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐

(b) ☐ (See Item 6)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 5 SOLE VOTING POWER

SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 979,920 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON 8 SHARED DISPOSITIVE POWER

WITH 979,920 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.79%

12 TYPE OF REPORTING PERSON*

IN

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Item 1(a) Name of Issuer:

Cel-Sci Corporation (the "Corporation")

Item 1(b). Address of Issuer's Principal Executive Offices:

8229 Boone Boulevard, Suite 802, Vienna, Virginia 22182.

Item 2(a). Name of Person Filing:

Advantage Fund II Ltd. ("Advantage")
Genesee International, Inc. ("Genesee")
Donald R. Morken ("Morken")

Item 2(b). Address of Principal Business Office or, if None, Residence:

Advantage - C/O CITCO, Kaya Flamboyan 9, Curacao, Netherlands Antilles.
Genesee - CITCO Building, Wickhams Cay, P.O.Box 662, Road Town, Tortola, British Virgin Islands.
Morken - 10500 N.E. 8th Street, Suite 1920, Bellevue, Washington 98004-4332.

Item 2(c). Citizenship:

Advantage - British Virgin Islands
Genesee - Delaware
Morken - United States of America

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.01 per share of the Company (the "Common Stock").

Item 2(e). CUSIP Number:

150837 40 9

Item 3. If this Statement Is Filed Pursuant to Rules 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act;
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act;
- (e) ☐ An investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section (c)(14) of the Investment Company Act;
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentages of securities of the issuer identified in Item 1.

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(a) **Amount beneficially owned:**

979,920 shares of Common Stock.

(b) **Percent of class:**

4.79% (based on 20,459,700 shares of Common Stock outstanding as of December 22, 2000 as reported in the Company's 10-K filed by the Company on December 27, 2000).

(c) **Number of shares to which the reporting person has:**

(i) Sole power to vote or direct the vote:

-0-

(ii) Shared power to vote or direct the vote:

979,920 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of:

-0-

(iv) Shared power to dispose of or direct the disposition of:

979,920 shares of Common Stock

Item 5. Ownership of Five Percent or Less of a Class:

Advantage, Genesee and Morken have ceased to be the owners of more than 5% of the outstanding Common Stock of this issuer.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of a Group.

Not Applicable

Item 10. Certification.

By signing below, each of undersigned certify that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of January 1, 2001, by and among Advantage, Genesee and Morken.

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Exhibit I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership of the undersigned of the Common Shares, \$.01 par value per share, of Cel-Sci Corporation, a Colorado corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d- 1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of January 1, 2001.

ADVANTAGE FUND II LTD.

By: GENESEE INTERNATIONAL, INC.
As General Manager

/s/ Donald R. Morken

By: Donald R. Morken
Title: President

GENESEE INTERNATIONAL, INC.

/s/ Donald R. Morken

By: Donald R. Morken
Title: President

DONALD R. MORKEN

/s/ Donald R. Morken

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ADVANTAGE FUND II LTD.

By: GENESEE INTERNATIONAL, INC.
As General Manager

/s/ Donald R. Morken
By: Donald R. Morken
Title: President

GENESEE INTERNATIONAL, INC.

/s/ Donald R. Morken
By: Donald R. Morken
Title: President

DONALD R. MORKEN

By: /s/ Donald R. Morken