

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**CEL SCI CORP**

**Form: 10-K/A**

**Date Filed: 2016-12-15**

Corporate Issuer CIK: 725363

**FORM 10-K/A**  
(Amendment No.1)

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2016.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 1-11889

**CEL-SCI CORPORATION**

(Exact name of registrant as specified in its charter)

COLORADO

(State or other jurisdiction of incorporation or organization)

84-0916344

(I.R.S. Employer Identification No.)

8229 Boone Blvd., Suite 802  
Vienna, Virginia

(Address of principal executive offices)

22182

(Zip Code)

Registrant's telephone number, including area code: (703) 506-9460

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$.01 par value  
Series S Warrants  
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):  Yes  No

The aggregate market value of the voting stock held by non-affiliates of the Registrant, based upon the closing sale price of the registrant's common stock on March 31, 2016, as quoted on the NYSE MKT, was \$60,807,407.

As of December 9, 2016, the Registrant had 188,724,407 issued and outstanding shares of common stock.

Documents Incorporated by Reference: None

### **Explanatory Note**

The purpose of the Amendment No. 1 on Form 10-K/A to CEL-SCI CORPORATION's annual report of Form 10-K for the year ended September 30, 2016, filed with the Securities and Exchange Commission on December 14, 2016 (the "Form 10-K"), is solely to furnish Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T.

No other changes have been made to the Form 10-K. This Amendment No. 1 speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the original Form 10-K.

---

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

See the Financial Statements attached to this Report.

**Exhibits**

3(a)	Articles of Incorporation	Incorporated by reference to Exhibit 3(a) of CEL-SCI's combined Registration Statement on Form S-1 and Post-Effective Amendment ("Registration Statement"), Registration Nos. 2-85547-D and 33-7531.
3(b)	Amended Articles	Incorporated by reference to Exhibit 3(a) of CEL-SCI's Registration Statement on Form S-1, Registration Nos. 2-85547-D and 33-7531.
3(c)	Amended Articles (Name change only)	Filed as Exhibit 3(c) to CEL-SCI's Registration Statement on Form S-1 Registration Statement (No. 33-34878).
3(d)	Bylaws	Incorporated by reference to Exhibit 3(b) of CEL-SCI's Registration Statement on Form S-1, Registration Nos. 2-85547-D and 33-7531.
3(e)	Amended Bylaws	Incorporated by reference to Exhibit 3(ii) of CEL-SCI's report on Form 8-K dated March 16, 2015.
4	Shareholders Rights Agreement, as Amended	Incorporated by reference to Exhibit 4 filed with CEL-SCI's 10-K report for the year ended September 30, 2015.
4(b)	Incentive Stock Option Plan	Incorporated by reference to Exhibit 4 (b) filed on September 25, 2012 with the Company's registration statement on Form S-8 (File number 333-184092).
4(c)	Non-Qualified Stock Option Plan	Incorporated by reference to Exhibit 4 (b) filed on August 19, 2014 with the Company's registration statement on Form S-8 (File number 333-198244).
4(d)	Stock Bonus Plan	Incorporated by reference to Exhibit 4 (d) filed on September 25, 2012 with the Company's registration statement on Form S-8 (File number 333-184092).
4(e)	Stock Compensation Plan	Incorporated by reference to Exhibit 4 (e) filed on September 25, 2012 with the Company's registration statement on Form S-8 (File number 333-184092).
4(f)	2014 Incentive Stock Bonus Plan	Filed with this Amendment No. 2 to the Company's annual report on Form 10-K for the year ended September 30, 2014.

---

10(f)	Securities Purchase Agreement (together with schedule required by Instruction 2 to Item 601 of Regulation S-K) pertaining to Series K notes K dated August 4, 2006. and warrants, together with the exhibits to the Securities Purchase Agreement	Incorporated by reference to Exhibit 10 to CEL-SCI's report on Form 8-K dated August 4, 2006.
10(g)	Subscription Agreement (together with Schedule required by Instruction 2 to Item 601 of Regulation S-K) pertaining to April 2007 sale of 20,000,000 shares of CEL-SCI's common stock, 10,000,000 Series L warrants and 10,000,000 Series M Warrants	Incorporated by reference to Exhibit 10 of CEL-SCI's report on Form 8-K dated April 18, 2007
10(h)	Warrant Adjustment Agreement with Laksya Ventures	Incorporated by reference to Exhibit 10(i) of CEL-SCI's report on Form 8-K dated August 3, 2010
10(l)	First Amendment to Development Supply and Distribution Agreement with Orient Europharma.	Incorporated by reference to Exhibit 10(m) filed with CEL-SCI's 10-K report for the year ended September 30, 2010.
10(m)	Exclusive License and Distribution Agreement with Teva Pharmaceutical Industries Ltd.	Incorporated by reference to Exhibit 10(n) filed with CEL-SCI's 10-K report for the year ended September 30, 2010.
10(n)	Lease Agreement	Incorporated by reference to Exhibit 10(o) filed with CEL-SCI's 10-K report for the year ended September 30, 2010.
10(o)	Promissory Note with Maximilian de Clara, together with Amendments 1 and 2	Incorporated by reference to Exhibit 10(p) filed with CEL-SCI's 10-K report for the year ended September 30, 2010.
10(p)	Licensing Agreement with Byron Biopharma	Incorporated by reference to Exhibit 10(i) of CEL-SCI's report on Form 8-K dated March 27, 2009
10(z)	Development, Supply and Distribution Agreement with Orient Europharma	Incorporated by reference to Exhibit 10(z) filed with CEL-SCI's report on Form 10-K for the year ended September 30, 2003.
10(aa)	Securities Purchase Agreement and form of the Series F warrants, which is and exhibit to the Securities Purchase Agreement	Incorporated by reference to Exhibit 10(aa) of CEL-SCI's report on Form 8-K dated October 3, 2011.
10(bb)	Placement Agent Agreement	Incorporated by reference to Exhibit 10(bb) of CEL-SCI's report on Form 8-K dated October 3, 2011.
10(cc)	Securities Purchase Agreement, together with the form of the Series H warrant, which is an exhibit to the securities Purchase Agreement	Incorporated by reference to Exhibit 10(cc) of CEL-SCI's report on Form 8-K dated January 25, 2012.
10(dd)	Placement Agent Agreement	Incorporated by reference to Exhibit 10(dd) of CEL-SCI's report on Form 8-K dated January 25, 2012.

---

10(ee)	Warrant Amendment Agreement, together with the form of the Series P warrant, which is an exhibit to the Warrant Amendment Agreement	Incorporated by reference to Exhibit 10(ee) of CEL-SCI's report on Form 8-K dated February 10, 2012.
10(ff)	Placement Agent Agreement	Incorporated by reference to Exhibit 10(ff) of CEL-SCI's report on Form 8-K dated February 10, 2012.
10(gg)	Securities Purchase Agreement and the form of the Series Q warrant, which is an exhibit to the Securities Purchase Agreement	Incorporated by reference to Exhibit 10(gg) of CEL-SCI's report on Form 8-K dated June 18, 2012.
10(hh)	Placement Agent Agreement	Incorporated by reference to Exhibit 10(hh) of CEL-SCI's report on Form 8-K dated June 18, 2012.
10(ii)	Securities Purchase Agreement and the form of the Series R warrant, which is an exhibit to the Securities Purchase Agreement	Incorporated by reference to Exhibit 10(ii) of CEL-SCI's report on Form 8-K dated December 5, 2012.
10(jj)	Placement Agent Agreement	Incorporated by reference to Exhibit 10(jj) of CEL-SCI's report on Form 8-K dated December 5, 2012.
10(nn)	Underwriting Agreement, together with the form of Series S warrant which is an exhibit to the underwriting agreement	Incorporated by reference to Exhibit 1.1 of CEL-SCI's report on Form 8-K dated October 8, 2013.
10(oo)	Underwriting Agreement, together with the form of Series S warrant which is an exhibit to the underwriting agreement	Incorporated by reference to Exhibit 1.1 of CEL-SCI's report on Form 8-K dated December 19, 2013.
10(pp)	Underwriting Agreement, together with the form of Series T warrant which is an exhibit to the warrant agent agreement	Incorporated by reference to Exhibit 1.1 of CEL-SCI's report on Form 8-K dated April 15, 2014.
10(qq)	Underwriting Agreement, together with the form of Series S warrant which is an exhibit to the warrant agent agreement	Incorporated by reference to Exhibit 1.1 of CEL-SCI's report on Form 8-K dated October 23, 2014.
10(rr)	Assignment and Assumption Agreement with Teva Pharmaceutical Industries, Ltd. and GCP Clinical Studies, Ltd.	Incorporated by reference to Exhibit 10(rr) of CEL-SCI's report on Form 10-K/A report for the year ended September 30, 2014 dated April 17, 2015.
10(ss)	Service Agreement with GCP Clinical Studies, Ltd., together with Amendment 1 thereto*	Incorporated by reference to Exhibit 10(ss) of CEL-SCI's first amendment to its Form 10-K report for the year ended September 30, 2014 dated April 17, 2015.
10(tt)	Joinder Agreement with PLIVA Hrvatska d.o.o.	Incorporated by reference to Exhibit 10(tt) of CEL-SCI's first amendment to its Form 10-K report for the year ended September 30, 2014 dated April 17, 2015.
10(uu)	Master Service Agreement with Ergomed Clinical Research, Ltd., and Clinical Trial Orders thereunder	Incorporated by reference to Exhibit 10(uu) of CEL-SCI's first amendment to its Form 10-K report for the year ended September 30, 2014 dated April 17, 2015.

---

10 (vv)	Co-Development and Revenue Sharing Agreement with Ergomed Clinical Research Ltd., dated April 19, 2013, as amended	Incorporated by reference to Exhibit 10(vv) of CEL-SCI's first amendment to its Form 10-K report for the year ended September 30, 2014 dated April 17, 2015.
10 (ww)	Co-Development and Revenue Sharing Agreement II: Cervical Intraepithelial Neoplasia in HIV/HPV co-infected women, with Ergomed Clinical Research Ltd., dated October 10, 2013, as amended	Incorporated by reference to Exhibit 10(ww) of CEL- first amendment to its Form 10-K report for the year ended September 30, 2014 dated April 17, 2015.
10 (xx)	Co-Development and Revenue Sharing Agreement III: Anal warts and anal intraepithelial neoplasia in HIV/HPV co-infected patients, with Ergomed Clinical Research Ltd., dated October 24, 2013	Incorporated by reference to Exhibit 10(xx) of CEL-SCI's first amendment to its Form 10-K report for the year ended September 30, 2014 dated April 17, 2015.
10 (yy)	Master Services Agreement with Aptiv Solutions, Inc.	Incorporated by reference to Exhibit 10(yy) of CEL-SCI's first amendment to its Form 10-K report for the year ended September 30, 2014 dated April 17, 2015.
10 (zz)	Project Agreement Number 1 with Aptiv Solutions, Inc. together with Amendments 1 and 2 thereto*	Incorporated by reference to Exhibit 10(zz) of CEL-SCI's first amendment to its Form 10-K report for the year ended September 30, 2014 dated April 17, 2015.
10 (aaa)	Second Amendment to Development Supply and Distribution Agreement with Orient Europharma	Incorporated by reference to Exhibit 10(aaa) of CEL-SCI's first amendment to its Form 10-K report for the year ended September 30, 2014 dated April 17, 2015.
10 (bbb)	Amended and Restated Promissory Note with Maximilian de Clara	Incorporated by reference to Exhibit 10(bbb) of CEL-SCI's report on Form 10-K/A report for the year ended September 30, 2014 dated April 17, 2015.
10 (ccc)	Placement Agent Agreement dated May 22, 2015 by and among CEL-SCI Corporation and Dawson James Securities, Inc.	Incorporated by reference to Exhibit 1.1 of CEL-SCI's report on Form 8-K filed on May 26, 2015.
10 (ddd)	Warrant Agent Agreement (as amended), Series V warrants	Incorporated by reference to Exhibit 10 (ccc) of CEL-SCI's report on Form 8-K filed on May 29, 2015.
10 (eee)	Assignment of Proceeds and Investment Agreement between CEL-SCI Corporation and Lake Whillans Vehicle 1.	Incorporated by reference to Exhibit 10 (ddd) of CEL-SCI's report on Form 8-K filed on October 16, 2015.
10 (fff)	Placement Agent Agreement dated October 22, 2015 by and among CEL-SCI Corporation and Dawson James Securities, Inc.	Incorporated by reference to Exhibit 1.1 of CEL-SCI's report on Form 8-K filed on October 23, 2015.
10 (ggg)	Warrant Agent Agreement, Series W warrants	Incorporated by reference to Exhibit 10 (eee) of CEL-SCI's report on Form 8-K filed on October 23, 2015.

---

10 (iii)	Amendment to Co-Development and Revenue Sharing Agreement with Ergomed Clinical Research, Ltd., dated September 15, 2015	Incorporated by reference to Exhibit 10 (iii) filed with CEL-SCI's 10-K report for the year ended September 30, 2015.
10 (jjj)	Securities Purchase Agreement	Incorporated by reference to Exhibit 10(jjj) of CEL-SCI's report on Form 8-K dated May 19, 2016.
10 (kkk)	Securities Purchase Agreement	Incorporated by reference to Exhibit 10(kkk) of CEL-SCI's report on Form 8-K dated August 24, 2016.
10 (lll)	Termination Agreement with Maximilian de Clara	Incorporated by reference to Exhibit 10(lll) of CEL-SCI's report on Form 8-K dated September 2, 2016.
10 (mmm)	Employment Agreement with Geert Kersten (2016-2019)	Incorporated by reference to Exhibit 10(mmm) of CEL-SCI's report on Form 8-K dated September 2, 2016.
10 (nnn)	Employment Agreement with Patricia Prichep (2016-2019)	Incorporated by reference to Exhibit 10(nnn) of CEL-SCI's report on Form 8-K dated September 2, 2016.
10 (ooo)	Employment Agreement with Eyal Taylor (2016-2019)	Incorporated by reference to Exhibit 10(ooo) of CEL-SCI's report on Form 8-K dated September 2, 2016.
23.1	Consent of BDO USA, LLP	
31	Rule 13a-14(a) Certifications	
32	Section 1350 Certifications	
101.INS	XBRL Instance Document.**	
101.SCH	XBRL Taxonomy Extension Schema Document.**	
101.CAL	XBRL Taxonomy Calculation Linkbase Document.**	
101.LAB	XBRL Taxonomy Label Linkbase Document.**	
101.PRE	XBRL Taxonomy Presentation Linkbase Document.**	
101.DEF	XBRL Taxonomy	

\* Portions of this exhibit have been omitted pursuant to a request for confidential treatment filed with the Commission under Rule 24b-2 of the Securities Exchange Act of 1934. The omitted confidential material has been filed separately with the Commission. The location of the omitted confidential information is indicated in the exhibit with asterisks (\*)

---



## SIGNATURES

In accordance with Section 13 or 15(a) of the Securities Exchange Act of 1934, the Registrant has caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized on the 15<sup>th</sup> day of December 2016.

CEL-SCI CORPORATION

By: /s/ Geert R. Kersten  
Geert R. Kersten, Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Geert R. Kersten</u> Geert R. Kersten	Chief Executive, Principal Accounting, Principal Financial Officer and a Director	December 15, 2016
<u>/s/ Alexander G. Esterhazy</u> Alexander G. Esterhazy	Director	December 15, 2016
<u>/s/Peter R. Young</u> Dr. Peter R. Young	Director	December 15, 2016
<u>/s/ Bruno Baillavoine</u>	Director	December 15, 2016

---

<SEC-DOCUMENT>0001654954-16-004905-index.html : 20161215  
<SEC-HEADER>0001654954-16-004905.hdr.sgml : 20161215  
<ACCEPTANCE-DATETIME>20161215170123  
ACCESSION NUMBER: 0001654954-16-004905  
CONFORMED SUBMISSION TYPE: 10-K/A  
PUBLIC DOCUMENT COUNT: 72  
CONFORMED PERIOD OF REPORT: 20160930  
FILED AS OF DATE: 20161215  
DATE AS OF CHANGE: 20161215

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: CEL SCI CORP  
CENTRAL INDEX KEY: 0000725363  
STANDARD INDUSTRIAL CLASSIFICATION: BIOLOGICAL PRODUCTS (NO DIAGNOSTIC SUBSTANCES) [2836]  
IRS NUMBER: 840916344  
STATE OF INCORPORATION: CO  
FISCAL YEAR END: 0930

FILING VALUES:

FORM TYPE: 10-K/A  
SEC ACT: 1934 Act  
SEC FILE NUMBER: 001-11889  
FILM NUMBER: 162054306

BUSINESS ADDRESS:

STREET 1: 8229 BOONE BLVD .  
STREET 2: SUITE 802  
CITY: VIENNA  
STATE: VA  
ZIP: 22182  
BUSINESS PHONE: 7035069460

MAIL ADDRESS:

STREET 1: 8229 BOONE BLVD.  
STREET 2: SUITE 802  
CITY: VIENNA  
STATE: VA  
ZIP: 22182

FORMER COMPANY:

FORMER CONFORMED NAME: INTERLEUKIN 2 INC  
DATE OF NAME CHANGE: 19880317

</SEC-HEADER>

<DOCUMENT>

<TYPE>10-K/A

<SEQUENCE>1

<FILENAME>cvm\_10k.htm

<DESCRIPTION>AMENDMENT NO.1 TO ANNUAL REPORT

<TEXT>

[Document 1 - file: cvm\\_10k.htm](#)

</DOCUMENT>

<DOCUMENT>

<TYPE>EX-31.1

<SEQUENCE>2

<FILENAME>cvm\_ex31.htm

<DESCRIPTION>CERTIFICATION PURSUANT TO RULE 13A-14(A)/15D-14(A) CERTIFICATIONS SECTION 302 OF THE SARBANES-OXLY ACT OF 2002

<TEXT>

[Document 2 - file: cvm\\_ex31.htm](#)

</DOCUMENT>

<DOCUMENT>

<TYPE>EX-32.1

<SEQUENCE>3

<FILENAME>cvm\_ex32.htm

<DESCRIPTION>CERTIFICATE PURSUANT TO SECTION 18 U.S.C. PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

<TEXT>

[Document 3 - file: cvm\\_ex32.htm](#)

</DOCUMENT>

<DOCUMENT>

<TYPE>EX-101.INS

<SEQUENCE>4

<FILENAME>cvm-20160930.xml

<DESCRIPTION>XBRL INSTANCE DOCUMENT

<TEXT>

[Document 4 - file: cvm-20160930.xml](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>EX-101.SCH  
<SEQUENCE>5  
<FILENAME>cvm-20160930.xsd  
<DESCRIPTION>XBRL TAXONOMY EXTENSION SCHEMA  
<TEXT>  
[Document 5 - file: cvm-20160930.xsd](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>EX-101.CAL  
<SEQUENCE>6  
<FILENAME>cvm-20160930\_cal.xml  
<DESCRIPTION>XBRL TAXONOMY EXTENSION CALCULATION LINKBASE  
<TEXT>  
[Document 6 - file: cvm-20160930\\_cal.xml](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>EX-101.DEF  
<SEQUENCE>7  
<FILENAME>cvm-20160930\_def.xml  
<DESCRIPTION>XBRL TAXONOMY EXTENSION DEFINITION LINKBASE  
<TEXT>  
[Document 7 - file: cvm-20160930\\_def.xml](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>EX-101.LAB  
<SEQUENCE>8  
<FILENAME>cvm-20160930\_lab.xml  
<DESCRIPTION>XBRL TAXONOMY EXTENSION LABEL LINKBASE  
<TEXT>  
[Document 8 - file: cvm-20160930\\_lab.xml](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>EX-101.PRE  
<SEQUENCE>9  
<FILENAME>cvm-20160930\_pre.xml  
<DESCRIPTION>XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE  
<TEXT>  
[Document 9 - file: cvm-20160930\\_pre.xml](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>10  
<FILENAME>R1.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 10 - file: R1.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>11  
<FILENAME>R2.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 11 - file: R2.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>12  
<FILENAME>R3.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 12 - file: R3.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>13  
<FILENAME>R4.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT

<TEXT>  
[Document 13 - file: R4.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>14  
<FILENAME>R5.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>

[Document 14 - file: R5.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>15  
<FILENAME>R6.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>

[Document 15 - file: R6.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>16  
<FILENAME>R7.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>

[Document 16 - file: R7.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>17  
<FILENAME>R8.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>

[Document 17 - file: R8.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>18  
<FILENAME>R9.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>

[Document 18 - file: R9.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>19  
<FILENAME>R10.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>

[Document 19 - file: R10.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>20  
<FILENAME>R11.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>

[Document 20 - file: R11.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>21  
<FILENAME>R12.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>

[Document 21 - file: R12.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>22

<FILENAME>R13.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 22 - file: R13.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>23  
<FILENAME>R14.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 23 - file: R14.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>24  
<FILENAME>R15.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 24 - file: R15.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>25  
<FILENAME>R16.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 25 - file: R16.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>26  
<FILENAME>R17.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 26 - file: R17.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>27  
<FILENAME>R18.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 27 - file: R18.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>28  
<FILENAME>R19.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 28 - file: R19.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>29  
<FILENAME>R20.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 29 - file: R20.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>30  
<FILENAME>R21.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 30 - file: R21.htm](#)

</DOCUMENT>  
<DOCUMENT>

<TYPE>XML  
<SEQUENCE>31  
<FILENAME>R22.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 31 - file: R22.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>32  
<FILENAME>R23.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 32 - file: R23.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>33  
<FILENAME>R24.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 33 - file: R24.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>34  
<FILENAME>R25.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 34 - file: R25.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>35  
<FILENAME>R26.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 35 - file: R26.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>36  
<FILENAME>R27.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 36 - file: R27.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>37  
<FILENAME>R28.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 37 - file: R28.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>38  
<FILENAME>R29.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 38 - file: R29.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>39  
<FILENAME>R30.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 39 - file: R30.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>40  
<FILENAME>R31.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 40 - file: R31.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>41  
<FILENAME>R32.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 41 - file: R32.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>42  
<FILENAME>R33.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 42 - file: R33.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>43  
<FILENAME>R34.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 43 - file: R34.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>44  
<FILENAME>R35.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 44 - file: R35.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>45  
<FILENAME>R36.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 45 - file: R36.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>46  
<FILENAME>R37.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 46 - file: R37.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>47  
<FILENAME>R38.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 47 - file: R38.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>48  
<FILENAME>R39.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>

[Document 48 - file: R39.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>49  
<FILENAME>R40.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 49 - file: R40.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>50  
<FILENAME>R41.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 50 - file: R41.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>51  
<FILENAME>R42.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 51 - file: R42.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>52  
<FILENAME>R43.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 52 - file: R43.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>53  
<FILENAME>R44.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 53 - file: R44.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>54  
<FILENAME>R45.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 54 - file: R45.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>55  
<FILENAME>R46.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 55 - file: R46.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>56  
<FILENAME>R47.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 56 - file: R47.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>57  
<FILENAME>R48.htm



<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 57 - file: R48.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>58  
<FILENAME>R49.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 58 - file: R49.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>59  
<FILENAME>R50.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 59 - file: R50.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>60  
<FILENAME>R51.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 60 - file: R51.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>61  
<FILENAME>R52.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 61 - file: R52.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>62  
<FILENAME>R53.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 62 - file: R53.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>63  
<FILENAME>R54.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 63 - file: R54.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>64  
<FILENAME>R55.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 64 - file: R55.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>65  
<FILENAME>R56.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 65 - file: R56.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML

<SEQUENCE>66  
<FILENAME>R57.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 66 - file: R57.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>67  
<FILENAME>R58.htm  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 67 - file: R58.htm](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>EXCEL  
<SEQUENCE>68  
<FILENAME>Financial\_Report.xlsx  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 68 - file: Financial\\_Report.xlsx](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>69  
<FILENAME>Show.js  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 69 - file: Show.js](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>70  
<FILENAME>report.css  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 70 - file: report.css](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>XML  
<SEQUENCE>72  
<FILENAME>FilingSummary.xml  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 72 - file: FilingSummary.html](#)

[Document 72 - RAW XML: FilingSummary.xml](#)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>ZIP  
<SEQUENCE>74  
<FILENAME>0001654954-16-004905-xbrl.zip  
<DESCRIPTION>IDEA: XBRL DOCUMENT  
<TEXT>  
[Document 74 - file: 0001654954-16-004905-xbrl.zip](#)

</DOCUMENT>  
</SEC-DOCUMENT>

## CERTIFICATIONS

I, Geert Kersten, of CEL-SCI Corporation, certify that:

1. I have reviewed this amended annual report on Form 10-K/A of CEL-SCI Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or cause such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have significant role in the registrant's internal control over financial reporting.

December 15, 2016

By: /s/ Geert R. Kersten  
Geert R. Kersten  
Principal Executive Officer

---

## CERTIFICATIONS

I, Geert Kersten, of CEL-SCI Corporation, certify that:

1. I have reviewed this amended annual report on Form 10-K/A of CEL-SCI Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or cause such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have significant role in the registrant's internal control over financial reporting.

December 15, 2016

By: /s/ Geert R. Kersten  
Geert R. Kersten  
Principal Financial Officer

---

In connection with the Amended Annual Report of CEL-SCI Corporation (the "Company") on Form 10-K/A for the period ending September 30, 2016 as filed with the Securities and Exchange Commission (the "Report"), Geert Kersten, the Chief Executive and Principal Financial Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects the financial condition and results of the Company.

December 15, 2016

By: /s/ Geert R. Kersten  
Geert Kersten, Chief Executive and Principal  
Financial and Accounting Officer