SECURITIES & EXCHANGE COMMISSION EDGAR FILING

CEL SCI CORP

Form: 8-K

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Corporate Issuer CIK: 725363

UNITED STATES
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): October 22, 2018

CEL-SCI CORPORATION
(Exact name of Registrant as specified in its charter)

Colorado	01-11889	84-0916344
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

8229 Boone Boulevard, Suite 802
Vienna, Virginia 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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17CFR 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-14c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§203.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§204.12b-2 of this chapter.

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events

During the past three months, CEL-SCI Corporation has received just under $8 million through the exercise of warrants to purchase shares of the Company's common stock. As of October 22, 2018, CEL-SCI had 28,271,615 outstanding shares of common stock.

On October 23, 2018, CEL SCI also issued a press release, filed as Exhibit 99, concerning the exercise of these warrants.

Item 9.01. Financial Statements and Exhibits.

Number	Description
99	October 23, 2018 Press Release

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.

CEL-SCI CORPORATION

Date: October 23, 2018

By: /s/ Patricia B. Prichep

Patricia B. Prichep
Senior Vice President of Operations

NEWS RELEASE

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CEL-SCI RECEIVES ABOUT $8 MILLION FROM WARRANT EXERCISES

Vienna, VA, October 23, 2018 - CEL-SCI Corporation **(NYSE American: CVM)** announced today it has received just under $8 million through the exercise of warrants to purchase shares of the Company's common stock during the past 3 months. As of October 22, 2018, CEL-SCI had 28,271,615 outstanding shares of common stock.

"We have raised $20 million this year as we are nearing the date for the final data readout on our pivotal, global Phase 3 study in head and neck cancer," stated CEL-SCI's Chief Executive Officer Geert Kersten.

About CEL-SCI Corporation

CEL-SCI believes that boosting a patient's immune system while it is still intact should provide the greatest possible impact on survival. Therefore, in the Phase 3 study CEL-SCI treats patients who are newly diagnosed with advanced primary squamous cell carcinoma of the head and neck with Multikine* first, BEFORE they receive surgery, radiation and/or chemotherapy. This approach is unique. Most other cancer immunotherapies are administered only after conventional therapies have been tried and/or failed. Multikine (Leukocyte Interleukin, Injection), has received Orphan Drug designation from the FDA for the neoadjuvant therapy in patients with squamous cell carcinoma (cancer) of the head and neck.

CEL-SCI's Phase 3 study is the largest Phase 3 study in the world for the treatment of head and neck cancer. Per the study's protocol, newly diagnosed patients with advanced primary squamous cell carcinoma are treated with the Multikine treatment regimen for 3 weeks prior to the Standard of Care (SOC) which involves surgery, chemotherapy and/or radiation. Multikine is designed to help the immune system "see" the tumor at a time when the immune system is still relatively intact and thereby better able to mount an attack on the tumor. The aim of treatment with Multikine is to boost the body's immune system prior to SOC.

The Company's LEAPS technology is currently being developed as a therapeutic vaccine for rheumatoid arthritis and is supported by grants from the National Institutes of Health. The Company has operations in Vienna, Virginia, and in/near Baltimore, Maryland.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. When used in this press release, the words "intends," "believes," "anticipated," "plans" and "expects," and similar expressions, are intended to identify forward-looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. Such statements include, but are not limited to, statements about the terms, expected proceeds, use of proceeds and closing of the offering. Factors that could cause or contribute to such differences include, an inability to duplicate the clinical results demonstrated in clinical studies, timely development of any potential products that can be shown to be safe and effective, receiving necessary regulatory approvals, difficulties in manufacturing any of the Company's potential products, inability to raise the necessary capital and the risk factors set forth from time to time in CEL-SCI's filings with the Securities and Exchange Commission, including but not limited to its report on Form 10-K for the year ended September 30, 2017. The Company undertakes no obligation to publicly release the result of any revision to these forward-looking statements which may be made to reflect the events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

** Multikine (Leukocyte Interleukin, Injection) is the trademark that CEL-SCI has registered for this investigational therapy, and this proprietary name is subject to FDA review in connection with the Company's future anticipated regulatory submission for approval. Multikine has not been licensed or approved for sale, barter or exchange by the FDA or any other regulatory agency. Similarly, its safety or efficacy has not been established for any use. Moreover, no definitive conclusions can be drawn from the early-phase, clinical-trials data involving the investigational therapy Multikine. Further research is required, and early-phase clinical trial results must be confirmed in the Phase 3 clinical trial of this investigational therapy that is in progress.*