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CEL SCI CORP
Form 8-K
February 13, 2012

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): February 10, 2012

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 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)

Item 1.01 Entry Into a Material Definitive Agreement

On February 10, 2012 the Company received \$1,475,000 as a result of the exercise of its Series O warrants. The Series O warrants entitled the holder to purchase 5,900,000 shares of the Company's common stock at a price of \$0.25 per shares at any time on or prior to March 6, 2016. As an inducement for the early exercise of the Series O warrants, the Company issued 5,900,000 Series P warrants to the former holder of the Series O warrants. The Series P warrants allow the holder to purchase up to 5,900,000 shares of the Company's common stock at a price of \$0.45 per shares. The Series P warrants are exercisable at any time on or after August 12, 2012 and prior to March 7, 2017.

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CEL-SCI has agreed to pay Chardan Capital Markets, LLC a cash commission of \$88,500 for acting as the placement agent for this offering.

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 and series warrants sold to the private investor.

Item 9.01 Financial Statements and Exhibits

| Exhibit Number | Description |
|----------------|--|
| 5 | Opinion of Counsel |
| 10(ee) | Warrant Amendment Agreement, together with the form of the Series P warrant, which is an exhibit to the Warrant Amendment Agreement. |
| 10(ff) | Placement Agent Agreement |
| 23(a) | Consent of Attorneys |

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: February 10, 2012

CEL-SCI CORPORATION

By: /s/ Geert Kersten

Geert Kersten, Chief Executive Officer