

AGENUS INC  
Form 8-K  
August 11, 2011

**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

August 10, 2011

Date of Report (Date of earliest event reported)

**AGENUS INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**3 Forbes Road**

**Lexington, MA**  
(Address of principal executive offices)

**781-674-4400**

**02421**  
(Zip Code)

(Registrant's telephone number, including area code)

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))

**Item 1.01 Entry into a Material Definitive Agreement**

On August 10, 2011, Agenesis Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with William Blair & Company, L.L.C., acting as representative of the underwriters named therein (collectively, the Underwriters ) pursuant to which the Company agreed to offer and sell 13,725,491 shares of its common stock in an underwritten offering at a price of \$0.51 per share (the Offering ). The Company expects that its chief executive officer will purchase shares in the Offering at the offering price and on the same terms as the other investors purchasing shares in the Offering. The Company expects to receive approximately \$6.3 million in net proceeds from the Offering, after underwriting fees and discounts and other offering expenses. The shares are expected to be delivered to the Underwriters on or about August 16, 2011, subject to the satisfaction of customary closing conditions.

The shares are being offered and sold in the Offering pursuant to the Company's currently effective shelf registration statement on Form S-3 (File No. 333-164481) (the Registration Statement ), as supplemented by a prospectus supplement dated August 10, 2011.

The above description of the Underwriting Agreement is qualified in its entirety by the full text of the Underwriting Agreement, which is attached to this report as Exhibit 1.1 and is incorporated by reference herein.

A copy of the opinion of Choate, Hall and Stewart LLP relating to the legality of the issuance and sale of the shares pursuant to the Offering is attached hereto as Exhibit 5.1.

On August 11, 2011, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is attached hereto as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description of Exhibit
1.1	Underwriting Agreement by and among Agenesis Inc. and William Blair & Company, L.L.C., as representative of the underwriters named therein, dated August 10, 2011
5.1	Opinion of Choate, Hall & Stewart LLP
23.1	Consent of Choate, Hall & Stewart LLP (included in Exhibit 5.1)
99.1	Press Release dated August 11, 2011 issued by Agenesis Inc.

**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: August 11, 2011

By:

**AGENUS INC.**

/s/ Garo H. Armen  
Garo H. Armen  
Chairman and CEO

**EXHIBIT INDEX**

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