

AGENUS INC  
Form 8-K  
May 27, 2015

**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**

**May 21, 2015**

**Date of Report (Date of earliest event reported)**

**AGENUS INC.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**000-29089**  
**(Commission**  
  
**File Number)**

**06-1562417**  
**(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.**

As previously announced, on May 21, 2015, Agenus Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Jefferies LLC and William Blair & Company, L.L.C., acting as representatives of the underwriters named therein (collectively, the Underwriters ), pursuant to which the Company offered and sold 12,650,000 shares of its common stock on May 27, 2015 in an underwritten offering at a price to the public of \$6.30 per share (the Offering ), which included the exercise in full by the underwriters of their option to purchase 1,650,000 additional shares of common stock. The Company received approximately \$74.6 million in net proceeds from the Offering, after deducting underwriting discounts and commissions and offering expenses. Advent Life Sciences LLP and its affiliated entities, of which the Company's director, Dr. Shahzad Malik, is a General Partner, purchased 1,587,302 shares of the Company's common stock from the Underwriters in the Offering.

The shares were offered and sold in the Offering pursuant to the Company's currently effective shelf registration statement on Form S-3 (File No. 333-199255) (the Registration Statement ), as supplemented by a prospectus supplement dated May 21, 2015.

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 herein by reference.

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.

**Item 8.01 Other Events.**

On May 27, 2015, the Company issued a press release announcing the closing of the Offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following Exhibits are filed as part of this report:

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
1.1	Underwriting Agreement by and among Agenus Inc. and Jefferies LLC and William Blair & Company, L.L.C., as representatives of the underwriters named therein, dated May 21, 2015
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 May 27, 2015 issued by Agenus 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.

**AGENUS INC.**

Date: May 27, 2015

By: /s/ Garo H. Armen

Garo H. Armen  
Chairman and CEO

**EXHIBIT INDEX**

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