

CEL SCI CORP
Form 8-K
July 24, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): July 24, 2017

CEL-SCI CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------|--------------------------------------|
| Colorado | 001-11889 | 84-0916344 |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

8229 Boone Blvd. #802
Vienna, VA 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-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by checkmark 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 3.02.

Unregistered Sales of Equity Securities.

See Item 1.01 of this report.

Item 1.01.

Entry Into a Material Definitive Agreement.

The Company has received subscription agreements for the sale of convertible notes in the principal amount of \$960,000 from 8 individual investors. A trust in which Geert Kersten, the Company's Chief Executive Officer, holds a beneficial interest participated in the offering and purchased notes in the principal amount of \$250,000. Shares issuable upon the conversion of the notes will be restricted securities unless registered.

The notes bear interest at 4% per year and are due and payable on December 22, 2017. At the option of the note holders, the notes can be converted into shares of the Company's common stock at a fixed conversion rate of \$2.29, the closing price on July 21, 2017.

The purchasers of the convertible notes also received warrants which entitle the purchasers to acquire up to 419,213 shares of the Company's common stock. The warrants are exercisable at a fixed price of \$2.52 per share and expire on July 24, 2022. Shares issuable upon the exercise of the warrants will be restricted securities unless registered.

The notes are secured by all of the Company's assets.

Item 2.03.

Creation of Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

See Item 1.01 of this report.

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.

Company Name

Date: July 24, 2017 By: /s/ Patricia B. Prichep
Patricia B. Prichep,
Senior Vice President of Operations