

CEL SCI CORP  
Form 10-K/A  
July 17, 2015

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FORM 10-K/A  
(amendment no. 2)

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2014.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 1-11889

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

COLORADO 84-0916344  
(State or other  
jurisdiction of  
incorporation  
or  
organization) (I.R.S.  
Employer  
Identification  
No.)

8229 Boone  
Blvd., Suite  
802  
Vienna,  
Virginia 22182  
(Address of  
principal  
executive  
offices) (Zip Code)

Registrant's telephone number, including area code: (703) 506-9460

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

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Common Stock, \$.01 par  
value Series S Warrants  
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

|                         |                       |                           |                                     |
|-------------------------|-----------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="radio"/> | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="radio"/> | Smaller reporting company | <input type="radio"/>               |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):   
Yes  No

The aggregate market value of the voting stock held by non-affiliates of the Registrant, based upon the closing sale price of the registrant's common stock on March 31, 2014, as quoted on the NYSE MKT, was \$86,967,791.

As of December 11, 2014, the Registrant had 91,345,536 issued and outstanding shares of common stock.

Documents Incorporated by Reference: None

EXPLANATORY NOTE

This Amendment No. 2 on Form 10-K/A (Amendment No. 2) is being filed to amend CEL-SCI's Annual Report on Form 10-K for the fiscal year ended September 30, 2014 (the "Original Filing") filed with the U.S. Securities and Exchange Commission on December 23, 2014, and Amendment No. 1 to the Form 10-K (Amendment No. 1) filed on April 17, 2015. The purpose of this Amendment No. 2 is to:

Revise Item 15; and

file Exhibit 4(f) which was previously incorporated by reference.

Since there have been no changes to the other parts of the 10-K or the financial statements included in the Original Filing or Amendment No. 1, only Item 15 and the new exhibit are filed as part of this Amendment No. 2.

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## ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) See the Financial Statements attached to this Report.

## Exhibits

|       |   |  |
|-------|---|--|
| 3(a)  | Articles of Incorporation                     | Incorporated by reference to Exhibit 3(a) of CEL-SCI's combined Registration Statement on Form S-1 and Post-Effective Amendment ("Registration Statement"), Registration Nos. 2-85547-D and 33-7531. |
| 3(b)  | Amended Articles                              | Incorporated by reference to Exhibit 3(a) of CEL-SCI's Registration Statement on Form S-1, Registration Nos. 2-85547-D and 33-7531.  |
| 3(c)  | Amended Articles (Name change only)           | Filed as Exhibit 3(c) to CEL-SCI's Registration Statement on Form S-1 Registration Statement (No. 33-34878).   |
| 3(d)  | Bylaws  | Incorporated by reference to Exhibit 3(b) of CEL-SCI's Registration Statement on Form S-1, Registration Nos. 2-85547-D and 33-7531.  |
| 3(e)  | Amended Bylaws                                | Incorporated by reference to Exhibit 3(ii) of CEL-SCI's report on Form 8-K dated March 16, 2015.   |
| 4     | Shareholders Rights Agreement                 | Incorporated by reference to Exhibit 4 of CEL-SCI'S report on Form 8-K dated November 7, 2007.   |
| 4(b)  | Incentive Stock Option Plan                   | Incorporated by reference to Exhibit 4 (b) filed on September 25, 2012 with the Company's registration statement on Form S-8 (File number 333-184092).   |
| 4(c)  | Non-Qualified Stock Option Plan               | Incorporated by reference to Exhibit 4 (b) filed on August 19, 2014 with the Company's registration statement on Form S-8 (File number 333-198244).  |
| 4(d)  | Stock Bonus Plan                              | Incorporated by reference to Exhibit 4 (d) filed on September 25, 2012 with the Company's registration statement on Form S-8 (File number 333-184092).   |
| 4(e)  | Stock Compensation Plan                       | Incorporated by reference to Exhibit 4 (e) filed on September 25, 2012 with the Company's registration statement on Form S-8 (File number 333-184092).   |
| 4(f)  | 2014 Incentive Stock Bonus Plan               | Filed with this Amendment No. 2 to the Company's annual report on Form 10-K for the year ended September 30, 2014.   |
| 10(d) | Employment Agreement with Maximilian de Clara | Incorporated by reference to Exhibit 10(d) of CEL-SCI's report on Form 8-K (dated April 21, 2005) and Exhibit 10(d) to CEL-SCI's   |



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| 10(f) | Securities Purchase Agreement (together with schedule required by Instruction 2 to Item 601 of Regulation S-K) pertaining to Series K notes and warrants, together with the exhibits to the Securities Purchase Agreement                           | Incorporated by reference to Exhibit 10 to CEL-SCI's report on Form 8-K dated August 4, 2006.   |
| 10(g) | Subscription Agreement (together with Schedule required by Instruction 2 to Item 601 of Regulation S-K) pertaining to April 2007 sale of 20,000,000 shares of CEL-SCI's common stock, 10,000,000 Series L warrants and 10,000,000 Series M Warrants | Incorporated by reference to Exhibit 10 of CEL-SCI's report on Form 8-K dated April 18, 2007  |
| 10(h) | Warrant Adjustment Agreement with Laksysa Ventures  | Incorporated by reference to Exhibit 10(i) of CEL-SCI's report on Form 8-K dated August 3, 2010   |
| 10(i) | Employment Agreement with Patricia Prichep (2013-2016)  | Incorporated by reference to Exhibit 10(j) of CEL-SCI's report on Form 8-K dated August 30, 2013  |
| 10(j) | Employment Agreement with Eyal Taylor (2013-2016)   | Incorporated by reference to Exhibit 10(k) of CEL-SCI's report on Form 8-K dated August 30, 2013.   |
| 10(k) | Amendment to Employment Agreement with Maximilian de Clara  | Incorporated by reference to Exhibit 10(l) of CEL-SCI's report on Form 8-K dated August 30, 2010 and Exhibit 10(l) of CEL-SCI's report on Form 8-K dated August 30, 2013. |
| 10(l) | First Amendment to Development Supply and Distribution Agreement with Orient Europharma.  | Incorporated by reference to Exhibit 10(m) filed with CEL-SCI's 10-K report for the year ended September 30, 2010.  |
| 10(m) | Exclusive License and Distribution Agreement with Teva Pharmaceutical Industries Ltd.   | Incorporated by reference to Exhibit 10(n) filed with CEL-SCI's 10-K report for the year ended September 30, 2010.  |
| 10(n) | Lease Agreement   | Incorporated by reference to Exhibit 10(o) filed with CEL-SCI's 10-K report for the year ended September 30, 2010.  |
| 10(o) | Promissory Note with Maximilian de Clara, together with Amendments 1 and 2  | Incorporated by reference to Exhibit 10(p) filed with CEL-SCI's 10-K report for the year ended September 30, 2010.  |
| 10(p) | Licensing Agreement with Byron Biopharma  | Incorporated by reference to Exhibit 10(i) of CEL-SCI's report on Form 8-K dated March 27, 2009   |
| 10(q) | At Market Issuance Sales Agreement with McNicoll, Lewis & Vlak LLC  | Incorporated by reference to Exhibit 10(r) filed with CEL-SCI's 10-K report for the year ended September 30, 2010   |

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| 10(z)  | Development, Supply and Distribution Agreement with Orient Europharma  | Incorporated by reference to Exhibit 10(z) filed with CEL-SCI's report on Form 10-K for the year ended September 30, 2003.  |
| 10(za) | Employment Agreement with Geert Kersten. Amendment to Employment Agreement   | Incorporated by reference to Exhibit 10(za) to CEL-SCI's report on Form 8-K dated September 1, 2011 and Exhibit 10(za) of CEL-SCI's report on Form 8-K dated August 30, 2013. |
| 10(aa) | Securities Purchase Agreement and form of the Series F warrants, which is and exhibit to the Securities Purchase Agreement | Incorporated by reference to Exhibit 10(aa) of CEL-SCI's report on Form 8-K dated October 3, 2011.  |

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| 10(bb) | Placement Agent Agreement   | Incorporated by reference to Exhibit 10(bb) of CEL-SCI's report on Form 8-K dated October 3, 2011.   |
| 10(cc) | Securities Purchase Agreement, together with the form of the Series H warrant, which is an exhibit to the securities Purchase Agreement | Incorporated by reference to Exhibit 10(cc) of CEL-SCI's report on Form 8-K dated January 25, 2012.  |
| 10(dd) | Placement Agent Agreement   | Incorporated by reference to Exhibit 10(dd) of CEL-SCI's report on Form 8-K dated January 25, 2012.  |
| 10(ee) | Warrant Amendment Agreement, together with the form of the Series P warrant, which is an exhibit to the Warrant Amendment Agreement     | Incorporated by reference to Exhibit 10(ee) of CEL-SCI's report on Form 8-K dated February 10, 2012. |
| 10(ff) | Placement Agent Agreement   | Incorporated by reference to Exhibit 10(ff) of CEL-SCI's report on Form 8-K dated February 10, 2012. |
| 10(gg) | Securities Purchase Agreement and the form of the Series Q warrant, which is an exhibit to the Securities Purchase Agreement            | Incorporated by reference to Exhibit 10(gg) of CEL-SCI's report on Form 8-K dated June 18, 2012.     |
| 10(hh) | Placement Agent Agreement   | Incorporated by reference to Exhibit 10(hh) of CEL-SCI's report on Form 8-K dated June 18, 2012.     |
| 10(ii) | Securities Purchase Agreement and the form of the Series R warrant, which is an exhibit to the Securities Purchase Agreement            | Incorporated by reference to Exhibit 10(ii) of CEL-SCI's report on Form 8-K dated December 5, 2012.  |
| 10(jj) | Placement Agent Agreement   | Incorporated by reference to Exhibit 10(jj) of CEL-SCI's report on Form 8-K dated December 5, 2012.  |
| 10(nn) | Underwriting Agreement, together with the form of Series S warrant which is an exhibit to the underwriting agreement                    | Incorporated by reference to Exhibit 1.1 of CEL-SCI's report on Form 8-K dated October 8, 2013.      |
| 10(oo) | Underwriting Agreement, together with the form of Series S warrant which is an exhibit to the underwriting agreement                    | Incorporated by reference to Exhibit 1.1 of CEL-SCI's report on Form 8-K dated December 19, 2013.    |
| 10(pp) | Underwriting Agreement, together with the form of Series T warrant which is an exhibit to the warrant agent agreement                   | Incorporated by reference to Exhibit 1.1 of CEL-SCI's report on Form 8-K dated April 15, 2014.       |



|         |   |  |
|---------|---|--|
| 10 (qq) | Underwriting Agreement, together with the form of Series S warrant which is an exhibit to the warrant agent agreement | Incorporated by reference to Exhibit 1.1 of CEL-SCI's report on Form 8-K dated October 23, 2014. |
| 10 (rr) | Assignment and Assumption Agreement with Teva Pharmaceutical Industries, Ltd. and GCP Clinical Studies, Ltd.          | (1)  |
| 10 (ss) | Service Agreement with GCP Clinical Studies, Ltd., together with Amendment 1 thereto*                                 | (1)  |
| 10 (tt) | Joinder Agreement with PLIVA Hrvatska d.o.o.  | (1)  |
| 10 (uu) | Master Service Agreement with Ergomed Clinical Research, Ltd., and Clinical Trial Orders thereunder                   | (1)  |

10 (vv) Co-Development and Revenue Sharing (1)  
 Agreement with Ergomed Clinical  
 Research Ltd., dated April 19, 2013, as  
 amended

10 (ww) Co-Development and Revenue Sharing (1)  
 Agreement II: Cervical Intraepithelial  
 Neoplasia in HIV/HPV co-infected  
 women, with Ergomed Clinical  
 Research Ltd., dated October 10, 2013,  
 as amended

10 (xx) Co-Development and Revenue Sharing (1)  
 Agreement III: Anal warts and anal  
 intraepithelial neoplasia in HIV/HPV  
 co-infected patients, with Ergomed  
 Clinical Research Ltd., dated October  
 24, 2013

10 (yy) Master Services Agreement with Aptiv (1)  
 Solutions, Inc.

10 (zz) Project Agreement Number 1 with (1)  
 Aptiv Solutions, Inc. together with  
 Amendments 1 and 2 thereto\*

10 (aaa) Second Amendment to Development (1)  
 Supply and Distribution Agreement  
 with Orient Europharma

10 (bbb) Amended and Restated Promissory (1)  
 Note with Maximilian de Clara

31 Rule 13a-14(a) Certifications

32 Section 1350 Certifications

\* Portions of this exhibit have been omitted pursuant to a request for confidential treatment filed with the Commission under Rule 24b-2 of the Securities Exchange Act of 1934. The omitted confidential material has been filed separately with the Commission. The location of the omitted confidential information is indicated in the exhibit with asterisks (\*)

1. Filed on April 17, 2015 with the Company's first amendment to its 10-K report for the year ended September 30, 2014.

SIGNATURES

In accordance with Section 13 or 15(a) of the Exchange Act, the Registrant has caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized on the 17th day of July 2015.

CEL-SCI CORPORATION

By: /s/ Maximilian de Clara  
Maximilian de Clara, President

Pursuant to the requirements of the Securities Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature  | Title  | Date          |
|--|--|---------------|
| /s/ Maximilian de Clara<br>Maximilian de Clara       | Director   | July 17, 2015 |
| /s/ Geert R. Kersten<br>Geert R. Kersten             | Chief Executive, Principal Accounting, Principal<br>Financial Officer and a Director | July 17, 2015 |
| /s/ Alexander G. Esterhazy<br>Alexander G. Esterhazy | Director   | July 17, 2015 |
| /s/ Dr. Peter R. Young<br>Dr. Peter R. Young         | Director   | July 17, 2015 |