

Item 1.01 Entry Into a Material Definitive Agreement.

On June 28, 2018, CEL-SCI Corporation (“CEL-SCI”) entered into a securities purchase agreement with institutional investors whereby it sold 3,900,000 shares of its common stock for aggregate gross proceeds of \$5,070,000, or \$1.30 per share, in a registered direct offering.

In a concurrent private placement, CEL-SCI also issued to the purchasers of CEL-SCI’s common stock, referred to in the preceding paragraph, warrants (Series VV) to purchase 3,900,000 shares of CEL-SCI’s common stock. The warrants can be exercised at a price of \$1.75 per share, commencing six months after the date of issuance and ending five and a half years after the date of issuance. The warrants and the shares of common stock issuable upon the exercise of the warrants are being offered pursuant to the exemption provided in Section 4(a)(2) under the Securities Act of 1933 and Rule 506(b) promulgated thereunder. CEL-SCI has agreed to file a registration statement with the Securities and Exchange Commission so that the shares issuable upon the exercise of the Series VV warrants may be sold in the public market.

The closing of the offering is expected to take place on or about July 2, 2018, subject to the satisfaction of customary closing conditions.

H.C. Wainwright & Co., LLC (the “Placement Agent”), acted as the exclusive placement agent in connection with the offering.

The net proceeds to CEL-SCI from the transaction, after deducting the placement agent’s fees and expenses and CEL-SCI’s estimated offering expenses, are expected to be approximately \$4,640,000. CEL-SCI intends to use the net proceeds from the offering for its clinical trials and general corporate purposes. CEL-SCI has not yet determined the amount of net proceeds to be used specifically for any of the foregoing purposes.

The securities purchase agreements contain customary representations, warranties and covenants by CEL-SCI, customary conditions to closing, indemnification obligations of CEL-SCI, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions.

The shares of common stock were offered and sold by CEL-SCI pursuant to an effective shelf registration statement on Form S-3, which was filed with the Securities and Exchange Commission (the “SEC”) on July 1, 2015 and subsequently declared effective on October 30, 2015 (File No. 333-205444) (the “Registration Statement”), and the base prospectus dated as of October 30, 2015 contained therein. CEL-SCI has filed a prospectus supplement and an accompanying prospectus with the SEC in connection with the sale of the common stock.

CEL-SCI has agreed to pay the Placement Agent a cash commission of 7% of the gross proceeds raised in the offering. CEL-SCI has also agreed to issue warrants to purchase up to 195,000 shares of CEL-SCI’s common stock to the Placement Agent (the “Placement Agent Warrants”) as part of its compensation. The Placement Agent Warrants are subject to a 180-day lock-up and may be exercised at any time on or after January 2, 2019 and on or before June 28, 2023 at a price of \$1.625 per share. The Placement Agent also has a twelve-month right of first refusal period, reimbursement of certain expenses in the amount of up to \$40,000, indemnification and other customary provisions for transactions of this nature.

On June 28, 2018, CEL-SCI issued a press release announcing that it had priced the offering. A copy of this press release is attached as Exhibit 99.

The engagement agreement entered into with the Placement Agent, the forms of the Securities Purchase Agreement and the Series VV Warrant, and the Placement Agent Warrant are filed as exhibits to this Current Report on

Form 8-K. The foregoing summaries of the terms of these documents are subject to, and qualified in their entirety by, such documents, which are incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities

The information contained above in Item 1.01 related to the Series VV Warrants and Placement Agent's Warrants is hereby incorporated by reference into this Item 3.02.

CEL-SCI relied upon the exemption provided by Section 4(a)(2) of the Securities Act of 1933 and Rule 506(b) of the Securities and Exchange Commission in connection with sale of the securities described above. The persons who acquired these shares were sophisticated investors and were provided full information regarding CEL-SCI's business and operations. There was no general solicitation in connection with the offer or sale of these securities. The persons who acquired these securities acquired them for their own accounts. The certificates representing these securities will bear a restricted legend providing that they cannot be sold except pursuant to an effective registration statement or an exemption from registration. A commission was paid to the Placement Agent in connection with the sale of these securities.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Description

- | | |
|--------------|---|
| <u>1.1</u> | Engagement Agreement, dated June 26, 2018, by and among CEL-SCI Corporation and H.C. Wainwright & Co., LLC. |
| <u>4 (u)</u> | Form of Warrant (Series VV). |
| <u>4 (v)</u> | Placement Agent Warrant (Series WW). |
| <u>5</u> | Opinion of Hart & Hart, LLC. |
| <u>10.4</u> | Securities Purchase Agreement |
| <u>23</u> | Consent of Hart & Hart, LLC |
| <u>99</u> | Press Release dated June 28, 2018. |

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.

CEL-SCI CORPORATION

Date: June 29, 2018 By: /s/ Patricia B. Prichep
Patricia B. Prichep
Senior Vice President of Operations