

AGENUS INC  
Form 8-K  
May 08, 2018

**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**

**Date of Report (Date of earliest event reported): May 7, 2018**

**AGENUS INC.**

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

**DELAWARE**  
**(State or other jurisdiction**

**of incorporation)**

**3 Forbes Road**

**000-29089**  
**(Commission**

**File Number)**

**06-1562417**  
**(IRS Employer**

**Identification No.)**

**02421**

**Lexington, MA**  
**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: 781-674-4400**

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 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))  
Indicate by check mark whether the registrant is an emerging growth company as defined 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

If an emerging growth company, indicate by check mark 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 1.02 Termination of a Material Definitive Agreement.**

On May 7, 2018, Agenus Inc. (the Company ) terminated its Controlled Equity Offering Sales Agreement with Cantor Fitzgerald & Co. (the Sales Agreement ), and the at-the-market equity offering facility under the Sales Agreement is no longer available for use.

A copy of the Form of Sales Agreement was filed as Exhibit 1.2 to the Company s Registration Statement on Form S-3 filed with the Securities and Exchange Commission on October 18, 2017 (the Form S-3 ). The description of the Sales Agreement contained in this Current Report on Form 8-K does not purport to be complete and is qualified in its entirety by reference to the copy of the Form of Sales Agreement filed as Exhibit 1.2 to the Form S-3.

**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: May 8, 2018

**AGENUS INC.**

By: /s/ Christine M. Klaskin  
Christine M. Klaskin  
VP, Finance