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CEL SCI CORP
Form 8-K
August 21, 2009

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): August 20, 2009

CEL-SCI CORPORATION

(Exact name of Registrant as specified in its charter)

Colorado	0-11503	84-0916344
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(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

8229 Boone Boulevard, Suite 802
Vienna, Virginia 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)

Item 1.01 Entry Into a Material Definitive Agreement

On August 20, 2009 CEL-SCI Corporation sold 9,701,000 shares of its common stock to a group of private investors for \$4,365,450 or \$0.45 per share. The investors also received warrants which entitle the investors to purchase 4,850,500 shares of CEL-SCI's common stock. The warrants may be exercised at any time on or after February 20, 2010 and on or prior to August 20, 2014 at a price of \$0.55 per share. The closing of the transaction is expected to close on August 25, 2009.

CEL-SCI has agreed to pay Chardan Capital Markets, LLC, the placement agent for this offering, a cash commission of \$218,272.

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CEL-SCI has filed with the Securities and Exchange Commission a prospectus supplement to its shelf Registration Statement on Form S-3 registering the shares of common stock and warrants sold to the private investors.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
5	Opinion of Counsel
10(1)	Securities Purchase Agreement (together with schedule required by Instruction 2 to Item 601 of Regulation S-K), together with the following exhibits to the Securities Purchase Agreement. A. Form of Warrant
23(a)	Consent of Attorneys

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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: August 20, 2009

CEL-SCI CORPORATION

By: /s/ Geert R. Kersten

Geert R. Kersten, Chief Executive
Officer

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EXHIBITS

