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CEL SCI CORP
Form S-3MEF
October 08, 2013

As filed with the Securities and Exchange Commission on October__, 2013.

Registration No 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3

Registration Statement Under
THE SECURITIES ACT OF 1933

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

Colorado
(State or other jurisdiction of incorporation)

8229 Boone Blvd. #802
Vienna, Virginia 22182
(703) 506-9460

84-0916344

IRS Employer I.D. Number)

(Address, including zip code, and telephone
Number) including area of principal executive
offices)

Geert Kersten
8229 Boone Blvd. #802
Vienna, Virginia 22182
(703) 506-9460

(Name and address, including zip code, and telephone number,
including area code, of agent for service)

Copies of all communications, including all communications sent
to the agent for service, should be sent to:

William T. Hart, Esq.
Hart & Hart
1624 Washington Street
Denver, Colorado 80203
(303) 839-0061

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

From time to time after this Registration Statement
becomes effective as determined by market conditions

If the only securities being registered on this Form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant
to Rule 462(b) under the Securities Act, please check the following box and list

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the Securities Act registration statement number of the earlier effective registration for the same offering. [x] 333-186103

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. []

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. []

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", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [] Accelerated filer [X]
 Non-accelerated filer [] Smaller reporting company []
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of each Class of Securities to be Registered | Securities to be Registered | Proposed Maximum Offering Price Per Share (1) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee(1) |
|--|-----------------------------------|---|---|-------------------------------------|
| ----- | ----- | ----- | ----- | ----- |
| Common stock | (2) | (2) | (2) | (2) |
| Total | | \$10,000,000 | \$10,000,000 | \$1,364 |

(1) Offering price computed in accordance with Rule 457(c).

(2) There are being registered hereunder an indeterminate number of shares of common stock and warrants as may be sold, from time to time, by the Company.

Pursuant to Rule 416, this Registration Statement includes such indeterminate number of additional securities as may be required for issuance as the result of any stock splits, stock dividends or similar transactions.

This registration statement is being filed pursuant to Rule 462(b). Pursuant to Instruction IV of the general instructions to Form S-3 the contents of registration statement 333-186103 are incorporated by reference.

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The registrant and each person whose signature appears below hereby authorizes the agent for service named in this Registration Statement, with full power to act alone, to file one or more amendments (including post-effective amendments) to this Registration Statement, which amendments may make such changes in this Registration Statement as such agent for service deems appropriate, and the Registrant and each such person hereby appoints such agent for service as attorney-in-fact, with full power to act alone, to execute in the name and in behalf of the Registrant and any such person, individually and in each capacity stated below, any such amendments to this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vienna, State of Virginia, on the 8th day of October, 2013.

CEL-SCI CORPORATION

By: /s/ Maximilian de Clara

Maximilian de Clara, President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-----------------|
| /s/ Maximilian de Clara ----- Maximilian de Clara | Director and Principal Executive Officer | October 8, 2013 |
| /s/ Geert R. Kersten ----- Geert R. Kersten | Director, Principal Financial Officer, and Chief Executive Officer | October 8, 2013 |
| /s/ Alexander G. Esterhazy ----- Alexander G. Esterhazy | Director | October 8, 2013 |
| /s/ C. Richard Kinsolving ----- C. Richard Kinsolving, Ph.D. | Director | October 8, 2013 |
| /s/ Peter R. Young ----- Peter R. Young, Ph.D. | Director | October 8, 2013 |

CEL-SCI CORPORATION

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FORM S-3

EXHIBITS

EXHIBIT 5

HART & HART, LLC
ATTORNEYS AT LAW
1624 Washington Street
Denver, CO 80203

William T. Hart, P.C.
Will Hart

(303) 839-0061

harttrinen@aol.com
Fax: (303) 839-5414

October 8, 2013

CEL-SCI Corporation
8229 Boone Blvd. #802
Vienna, VA 22182

This letter will constitute an opinion upon the legality of the sale by CEL-SCI Corporation, a Colorado corporation ("CEL-SCI"), of shares of its common stock, preferred stock, convertible preferred stock, rights and warrants having a maximum value of \$10,000,000, all as referred to in the Registration Statement on Form S-3 filed by CEL-SCI with the Securities and Exchange Commission.

We have examined the Articles of Incorporation, the Bylaws and the minutes of the Board of Directors of CEL-SCI, the applicable laws of the State of Colorado, a copy of the Registration Statement and all other documents we considered necessary to render our opinion. In our opinion:

- o CEL-SCI is authorized to issue the securities which are the subject of this registration statement, as well as any securities issuable upon the conversion of preferred stock or upon the exercise of any rights or warrants;
- o such securities, when sold, will be legally issued and will represent fully paid and non-assessable securities of CEL-SCI; and
- o the rights and warrants, when issued, will be binding obligations of CEL-SCI under the laws of Colorado.

Very truly yours,

HART & HART, LLC

/s/ William T. Hart

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William T. Hart

EXHIBIT 23

CONSENT OF ATTORNEYS

Reference is made to the Registration Statement of CEL-SCI Corporation, whereby the Company proposes to sell securities having a maximum value of \$10,000,000. Reference is also made to Exhibit 5 included in the Registration Statement relating to the validity of the securities proposed to be sold.

We hereby consent to the use of our opinion concerning the validity of the securities proposed to be issued and sold.

Very truly yours,

HART & HART, LLC

/s/ William T. Hart

William T. Hart

Denver, Colorado
October 8, 2013

Consent of Independent Registered Public Accounting Firm

CEL-SCI Corporation
Vienna, Virginia

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our reports dated December 14, 2012, relating to the consolidated financial statements and the effectiveness of CEL-SCI Corporation's internal control over financial reporting appearing in the Company's Annual Report on Form 10-K for the year ended September 30, 2012.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, LLP

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BDO USA, LLP
Bethesda, Maryland
October 8, 2013