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CEL SCI CORP
Form 8-A12B
January 03, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

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 | 22182 |
| Vienna, Virginia | ----- |
| ----- | ----- |
| (Address of principal executive offices) | (Zip Code) |

| | |
|------------------------|--|
| Title of Each Class | Name of each exchange on which each class is to be registered |
| ----- | ----- |
| Series S Warrants | NYSE MKT |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates: 333-186103 (if applicable).

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

None

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

Incorporated by reference to:

o the "Description of Securities" section of the Company's prospectus

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supplement dated December 19, 2013 (Commission File No. 333-186103); and

- o Exhibit A to Exhibit 1.1 filed with the Company's Report on Form 8-K dated December 19, 2013.

Item 2. Exhibits.

| Exhibit | Description |
|-----------------------------|--|
| Series S Warrant | Incorporated by reference to Exhibit A to Exhibit 1.1 filed with the Company's report on Form 8-K dated December 19, 2013. |
| Specimen Warrant (Series S) | Attached. |

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: January 2, 2014

CEL-SCI CORPORATION

By:/s/ Patricia B. Prichep

Patricia B. Prichep
Senior Vice President of Operations

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Warrant

Certificate Number

THIS CERTIFICATE IS
MA, JERSEY CITY, NJ

CEL-SCI
Empowering Immune Defense

CEL-SCI CORPORATION

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INCORPORATED UNDER THE LAWS OF THE STATE OF COLORADO

THIS CERTIFIES THAT:

SEE REVERSE

or registered assigns, is the registered holders of the number of Series S Warrants ("Warrants"). Each Warrant entitles the holders thereof to purchase from CEL-SCI Corporation, a corporation organized under the laws of Colorado (the "Company"), subject to the terms and conditions set forth in the Warrant Agent Agreement between the Company and Computershare Trust Company ("the Warrant Agent Agreement"), at any time on or before 5:00 P.M., Mountain time, on October 9, 2013 ("the Warrant Agreement"), one fully paid and non-assessable share of Common Stock, of the Company ("Common Stock"), and surrender of this Warrant Certificate, with the completed instructions for the registration of the Common Stock, at the office of the Warrant Agent or of its successor warrant agent or, if there is no warrant agent, at the corporation offices of the Company, and upon payment of the Exercise Price (as defined in the Warrant Agreement) and any applicable taxes paid either in cash, or by certified or official check drawn in lawful money of the United States of America to the order of Computershare. Each Warrant entitles the holder to purchase one share of Common Stock for \$1.25. The number and kinds of securities which the Warrants are exercisable are subject to adjustment in certain events, such as mergers, stock splits, dividends, reverse splits and the like, to prevent dilution. The Company may, in its sole discretion, extend the Expiration Date by providing not less than 10 days' prior notice, or (ii) lower the Exercise Price to the Expiration Date.

Maximillian de Clara

 President

Dated _____

SEAL
 CEL-SCI CORPORATION
 COLORADO

COUNTERSIGNATURE
 COMPUTERSHARE
 TRANSFER AGENT

Geert R. Kersten

 Chief Executive Officer

By: _____
 AUTHORIZED SIGNATURE