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CEL SCI CORP
Form 8-K
December 03, 2003

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): December 1, 2003

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 Blvd. #802
Vienna, VA 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 5. Other Events and Regulation FD Disclosure

On December 1, 2003, CEL-SCI sold 2,994,964 shares of its common stock, to a group of private institutional investors for approximately \$2,550,000, or \$0.85 per share. As part of this transaction, the investors in the private offering received warrants which allow the investors to purchase approximately 900,000 shares of CEL-SCI's common stock at a price of \$1.32 per share at any

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time prior to December 1, 2006. The offering was made only to accredited investors. CEL-SCI has agreed to file a registration statement with the Securities and Exchange Commission in order that the shares of common stock sold in this transaction, as well as shares of common stock issuable upon the exercise of the warrants, may be resold in the public market.

Item 7. Financial Statements and Exhibits

Exhibit Number	Description
10	Common Stock and Warrant Purchase Agreement (together with schedule required by Instruction 2 to Item 601 of Regulation S-K), together with the following exhibits: <ul style="list-style-type: none">A. List of InvestorsB. Form of WarrantC. Transfer Agent InstructionsD. Form of Legal OpinionE. Form of Registration Rights Agreement

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: December 2, 2003

CEL-SCI CORPORATION

By: /s/ Geert R. Kersten

Geert R. Kersten, Chief Executive Officer