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KELLEY BRAD M  
Form SC 13D  
January 23, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
Amendment No. 2  
Under the Securities Exchange Act of 1934

Name and address of Reporting Person

Brad M. Kelley  
P.O. Box 1355  
Boca Grande, Fla  
33921

ANTIGENICS INC.

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE  
(Title of Class of Securities)

037032-10-9  
(CUSIP Number)

DR. Garo H. Armen  
Chairman and Chief Executive Officer  
Antigenics Inc.  
630 Fifth Avenue, Suite 2100  
New York, New York 10111

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

JANUARY 23, 2003

(Date of Event which Req

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sec.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See sec. 240.13d-7(b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be

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deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. \_\_\_\_\_

- 1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  
Brad M. Kelley
- 2) Check the Appropriate Box if a Member of a Group (See Instructions)

- a) N/A
- b) N/A
- 3) SEC Use Only \_\_\_\_\_

- 4) Source of Funds (See Instructions) Not Applicable
- 5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

\_\_\_\_\_

6) Citizenship or Place of Organization United States  
 Number of (7) Sole Voting Power 4,829,140  
 Shares Beneficially owned (8) Shared Voting Power -0-

Shares beneficially Owned by (9) Sole Dispositive Power 4,829,140  
 Each Reporting person  
 (10) Shared Dispositive Power -0-  
 With (11) Aggregate Amount Beneficially Owned by  
 Each Reporting Person 4,829,140

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) \_\_\_\_\_

13) Percent of Class Represented by Amount in Row (11) 12.3 %  
 14) Type of Reporting Person (See Instructions) IN

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 23, 2003  
Date

Brad M. Kelley  
Signature

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such a person shall be filed with the statement; provided, however,

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that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT  
CONSTITUTE FEDERAL CRIMINAL VIOLATIONS  
(SEE 18 U.S.C. 1001)

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### ITEM 1. SECURITY AND ISSUER

This statement relates to the common stock of Antigenics Inc. ("The Company"). The Company's principal offices are located at 630 Fifth Avenue, Suite 2100 New York, New York 10111.

### ITEM 2. IDENTITY AND BACKGROUND

The name of the person filing this statement is Brad M. Kelley, an individual (the "reporting person"). The reporting person's residential address is P.O. Box 1355, 1600 Jean LaFitte, Boca Grande, Florida 33921. He is employed as Chairman of Commonwealth Brands, Inc., 2200 Lapsley Lane, Bowling Green, Kentucky 42103. His telephone number is (270) 781-9100.

During the last five years, the reporting person has not been convicted in a criminal proceeding. During the last five years, the reporting person was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which was or is subject to a judgment, decree final order enjoining future violation of, or prohibiting, or mandatory activities subject to federal or state securities laws of finding any violation with respect to such laws.

The reporting person is a United States citizen.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

This schedule 13D covers 4,829,140 shares beneficially owned by Kelley individually. All of the 4,829,140 shares are beneficially owned by Kelley individually. No shares are held in nominees' name for his benefit. The stock beneficially owned by Kelley individually and through his immediate family was purchased with personal funds beginning August 02, 2002, with the last purchase being made on January 23, 2003.

### ITEM 4. PURPOSE OF TRANSACTION

The purpose of the acquisition of the stock beneficially owned by the reporting person and his immediate family is for personal investment. Kelley may acquire additional shares of the stock from time to time in market or private transactions.

The reporting person has no present plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Kelley individually beneficially owns 4,829,140 shares of common stock of the Company, which based on the Company's Supplemental Prospectus filed January 23, 2003 represents approximately 12.3 % of the outstanding stock with the additional offering as set out in the Supplemental Prospectus.

Exhibit A attached hereto contains information as to all transactions in the shares by the Reporting Person in the past 60 days. All such transactions were made in the open market. No other transactions in the shares have been effected by the Reporting Person since such date.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDING, OR RELATIONSHIP WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit A Transactions in the Stock by the Reporting Person since, August 02, 2002.

Brad M. Kelley

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Date: January 23, 2003.  
/s/

Brad M. Kelley

Exhibit A  
Transactions in the Shares by the Reporting Person

KELLEY BRAD

Holdings  
Quantity  
Name  
Open Date  
Unit Cost  
Cost Amount

Quantity	Open Date	Unit Cost	Cost Amount	Value
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1,296	08/02/2002	8.9005	11,535.08
1,200	08/02/2002	8.8196	10,583.54
900	08/02/2002	8.6937	7,824.32
200	08/02/2002	8.8206	1,764.12
1,404	08/05/2002	8.7323	12,260.13
1,400	08/05/2002	8.7222	12,211.03
1,200	08/05/2002	8.7364	10,483.74
600	08/05/2002	8.7211	5,232.69
500	08/05/2002	8.7313	4,365.64
300	08/05/2002	8.7293	2,618.78
300	08/05/2002	8.7293	2,618.78
300	08/05/2002	8.7313	2,619.38
6,700	08/06/2002	8.7103	58,359.03
1,300	08/06/2002	8.7002	11,310.30
1,200	08/06/2002	8.6902	10,428.19
800	08/06/2002	8.6863	6,949.07
400	09/03/2002	8.947	3,578.81
2,000	09/17/2002	8.6724	17,344.88
1,000	09/17/2002	8.9351	8,935.14
900	09/17/2002	8.9417	8,047.54
100	09/17/2002	8.926	1,015.00
2,000	09/18/2002	8.5613	17,122.53
2,000	09/18/2002	8.5284	17,056.76
2,000	09/18/2002	8.579	17,158.04
8,400	09/24/2002	7.8442	65,891.13
1,000	09/24/2002	7.743	7,742.97
300	09/24/2002	7.7293	2,318.78
100	09/24/2002	7.7936	779.36
100	09/24/2002	7.8037	780.37
100	09/24/2002	7.8138	781.38
10,000	10/14/2002	7.6818	76,817.68
9,400	10/14/2002	7.6818	72,208.63
8,800	10/14/2002	7.6823	67,604.57
800	10/14/2002	7.6717	6,137.33
500	10/14/2002	7.6767	3,838.36
400	10/14/2002	7.6787	3,071.49
100	10/14/2002	7.6717	767.17
10,000	10/15/2002	8.0318	80,318.07
9,400	10/15/2002	8.0419	75,593.98
9,000	10/15/2002	8.0318	72,286.29
9,000	10/15/2002	8.0318	72,286.29
1,000	10/15/2002	8.0267	8,026.71
1,000	10/15/2002	8.0167	8,016.66
600	10/15/2002	8.0369	4,822.12
7,900	10/16/2002	7.899	62,402.21
200	10/16/2002	7.8933	1,578.66
1,500	10/24/2002	9.2404	13,860.61
1,000	10/24/2002	9.2574	9,257.42
24,400	10/28/2002	9.58	233,752.00
24,180	10/28/2002	9.58	231,644.40
540	10/28/2002	9.38	5,065.20
500	10/28/2002	9.576	4,788.00
500	10/28/2002	9.543	4,771.50
320	10/28/2002	9.57	3,062.40
100	10/28/2002	9.57	1,015.00
30,000	10/29/2002	9.4802	284,405.00
19,500	10/29/2002	9.53	185,835.00
500	10/29/2002	9.29	4,645.00

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500		10/29/2002	9.535		4,767.50
23,300	10/30/2002	9.58		223,214.00	
6,200		10/30/2002	9.53		59,086.00
500		10/30/2002	9.572		4,786.00
19,400	10/31/2002	9.6		186,240.00	
1,600		10/31/2002	9.46		15,136.00
600		10/31/2002	9.6283	5,777.00	
500		10/31/2002	9.305		4,652.50
20,000	11/01/2002	9.58		191,600.00	
19,300	11/01/2002	9.5803		184,899.00	
700		11/01/2002	9.54		6,678.00
3,300		11/04/2002	9.7215	32,081.00	
4,500		11/05/2002	10.7111	48,200.00	
3,000		11/05/2002	10.73		32,190.00
900		11/05/2002	10.62		9,558.00
900		11/05/2002	10.63		9,567.00
400		11/05/2002	10.64		4,256.00
200		11/05/2002	10.57		2,114.00
100		11/05/2002	10.635	1,063.50	
20,000	11/06/2002	10.897		217,940.18	
5,000		11/06/2002	10.7358	53,679.11	
5,000		11/06/2002	10.7956	53,978.21	
11,000	11/07/2002	10.78		118,580.00	
900		11/07/2002	10.78		9,702.00
500		11/07/2002	10.741	5,370.50	
100		11/07/2002	10.67		1,067.00
10,000	11/08/2002	10.9805		109,805.00	
12,800	11/11/2002	11.1		142,080.00	
8,000		11/11/2002	11.15		89,200.00
7,800		11/11/2002	11.08		86,424.00
7,500		11/11/2002	11.1107	83,330.00	
5,500		11/11/2002	11.14		61,270.00
200		11/11/2002	11.09		2,218.00
200		11/11/2002	11.098	2,219.60	
18,000	11/12/2002	10.85		195,300.00	
11,500	11/12/2002	10.85		124,775.00	
11,000	11/12/2002	10.9		119,900.00	
10,000	11/12/2002	10.9005		109,005.00	
5,000		11/12/2002	10.89		54,450.00
3,500		11/12/2002	10.8		37,800.00
1,000		11/12/2002	10.87		10,870.00
13,500	11/13/2002	10.7504		145,130.00	
10,000	11/13/2002	10.74		07,400.00	
20,000	11/14/2002	10.92		218,400.00	
6,500		11/14/2002	10.85		70,525.00
1,000		11/14/2002	10.805	10,805.00	
25,000	11/15/2002	11.5402		288,505.00	
25,000	11/15/2002	11.4		285,000.00	
7,500		11/15/2002	11.2		84,000.00
15,000	11/18/2002	11.2103		168,155.00	
7,800		11/18/2002	11.22		87,516.00
20,000	11/19/2002	11.1303		222,605.00	
20,000	11/19/2002	11.11		222,200.00	
25,000	11/21/2002	11.43		285,750.00	
17,000	11/21/2002	11.28		191,760.00	
15,000	11/21/2002	11.43		171,450.00	
1,000		11/21/2002	11.175	11,175.00	
1,000		11/21/2002	11.23		11,230.00
30,000	11/22/2002	11.4302		342,905.00	
30,000	11/22/2002	11.3599		340,797.73	
25,000	11/22/2002	11.58		289,500.00	
28,500	11/25/2002	11.78		335,730.00	

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25,000	11/25/2002	11.8102	295,255.00	
25,000	11/25/2002	11.68		292,000.00
20,000	11/25/2002	11.73		234,600.00
15,000	11/25/2002	11.64		174,600.00
6,500	11/25/2002	11.73		76,245.00
5,000	11/25/2002	11.68		58,400.00
25,000	11/26/2002	11.3802	284,505.00	
15,000	11/26/2002	11.4049	171,073.10	
5,000	11/26/2002	11.3843	56,921.32	
25,000	12/02/2002	12.05		301,250.00
20,000	12/02/2002	12.0603	241,205.00	
20,000	12/04/2002	11.6		232,000.00
20,000	12/04/2002	11.739	234,780.47	
15,000	12/04/2002	11.7		175,500.00
5,000	12/04/2002	11.641	58,205.00	
5,000	12/04/2002	11.61		58,050.00
5,000	12/04/2002	11.6983	58,491.47	
14,000	12/05/2002	11.6004	162,405.00	
13,000	12/05/2002	11.5675	150,377.58	
12,000	12/05/2002	11.6388	139,665.18	
6,000	12/05/2002	11.53		69,180.00
10,000	12/06/2002	11.6905	116,905.00	
20,500	12/09/2002	11.7002	239,855.00	
10,000	12/09/2002	11.83		118,300.00
10,000	12/09/2002	11.81		118,100.00
3,000	12/09/2002	11.85		35,550.00
2,000	12/09/2002	11.8		23,600.00
25,000	12/10/2002	11.5329	288,321.96	
25,000	12/10/2002	11.72		293,000.00
25,000	12/10/2002	11.6		290,000.00
25,000	12/10/2002	11.47		286,750.00
15,000	12/10/2002	11.03		165,450.00
12,500	12/10/2002	11.47		143,375.00
10,000	12/10/2002	11.05		110,500.00
2,500	12/10/2002	11.48		28,700.00
800	12/10/2002	11.8363	9,469.00	
2,500	12/11/2002	10.942	27,355.00	
1,000	12/11/2002	10.95		10,950.00
25,000	12/12/2002	11.0702	276,755.00	
14,989	12/12/2002	11.04		165,478.56
10,000	12/12/2002	11		110,000.00
10,000	12/12/2002	11		110,000.00
11	12/12/2002	10.98		120.78
5,000	12/13/2002	10.851	54,255.00	
10,000	12/16/2002	10.95		109,500.00
20,000	12/16/2002	11.1		222,000.00
10,000	12/16/2002	10.7505	107,505.00	
24,100	12/17/2002	11.35		273,535.00
10,000	12/17/2002	11.18		111,800.00
10,000	12/17/2002	11.19		111,900.00
10,000	12/17/2002	11.21		112,100.00
8,300	12/17/2002	11.21		93,043.00
8,100	12/17/2002	11.3625	92,036.39	
5,000	12/17/2002	11.29		56,450.00
4,500	12/17/2002	11.34		51,030.00
15,000	12/18/2002	11.1	166,500.00	
9,000	12/18/2002	11.15		100,350.00
6,000	12/18/2002	11.24		67,440.00
5,000	12/18/2002	11.141	55,705.00	
5,000	12/18/2002	11.15		55,750.00
5,000	12/18/2002	11.36		56,800.00

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5,000	12/18/2002	11.3	56,500.00
12,500	12/19/2002	10.96	137,000.00
10,000	12/19/2002	11.03	110,300.00
10,000	12/19/2002	10.98	109,800.00
10,000	12/19/2002	11	110,000.00
8,000	12/19/2002	10.95	87,600.00
5,000	12/19/2002	11.091	55,455.00
5,000	12/19/2002	11	55,000.00
5,000	12/19/2002	10.99	54,950.00
2,500	12/19/2002	11	27,500.00
25,000	12/20/2002	10.85	271,250.00
15,000	12/20/2002	10.9503	164,255.00
10,000	12/20/2002	10.87	108,700.00
4,000	12/24/2002	10.5313	42,125.00
3,000	12/24/2002	10.56	31,680.00
14,000	12/26/2002	10.7004	149,805.00
15,000	12/27/2002	10.66	159,900.00
14,000	12/27/2002	10.46	146,440.00
10,000	12/27/2002	10.7805	107,805.00
10,000	12/27/2002	10.45	104,500.00
1,000	12/27/2002	10.44	10,440.00
25,000	12/30/2002	10.4211	260,527.48
15,000	12/30/2002	10.46	156,900.00
15,000	12/30/2002	10.33	154,950.00
10,000	12/30/2002	10.5105	105,105.00
10,000	12/30/2002	10.31	103,100.00
8,000	12/30/2002	10.3	82,400.00
15,000	12/31/2002	10.3303	154,955.00
10,500	12/31/2002	10.53	110,565.00
10,000	12/31/2002	10.27	102,700.00
10,000	12/31/2002	10.55	105,500.00
5,000	12/31/2002	10.35	51,750.00
3,000	12/31/2002	10.52	31,560.00
1,500	12/31/2002	10.49	15,735.00
7,000	01/02/2003	10.8	75,600.00
2,500	01/02/2003	10.552	26,305.00
2,500	01/02/2003	10.85	27,125.00
1,500	01/02/2003	10.65	15,975.00
1,000	01/02/2003	10.6	10,600.00
23,000	01/03/2003	11.01	253,230.00
8,500	01/03/2003	11.04	93,840.00
6,000	01/03/2003	11.0	66,000.00
3,000	01/03/2003	10.9	32,700.00
2,000	01/03/2003	10.8525	21,705.00
1,500	01/03/2003	10.94	16,410.00
10,000	01/06/2003	11.85	118,500.00
6,000	01/06/2003	11.83	70,980.00
3,500	01/-6/2003	11.25	39,375.00
3,000	01/06/2003	11.78	35,340.00
2,500	01/06/2003	11.55	28,875.00
2,500	01/96/2003	11.61	29,025.00
2,000	01/06/2003	11.35	22,700.00
1,500	01/06/2003	11.2033	16,805.00
1,000	01/06/2003	11.81	11,810.00
21,500	01/07/2003	11.65	250,475.00
3,500	01/07/2003	11.6	40,600.00
10,000	01/07/2003	11.7005	117,005.00
10,000	01/07/2003	11.62	116,200.00
5,000	01/07/2003	11.55	57,750.00
2,800,000	01/23/2003	10.00	28,000,000



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Total Shares: 4,829,140