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CEL SCI CORP
Form 8-K
April 15, 2011

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): April 15, 2011

CEL-SCI CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------|--------------------------------------|
| Colorado | 0-11503 | 84-0916344 |
| ----- | ----- | ----- |
| (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 5.07. Submission of Matters to a Vote of Securities Holders.

The annual meeting of CEL-SCI's shareholders was held on April 15, 2011. At the meeting the following persons were elected as directors for the upcoming year:

| Name | Votes For | Votes Withheld |
|------------------------|------------|----------------|
| ---- | ----- | ----- |
| Maximilian de Clara | 34,618,262 | 8,116,907 |
| Geert R. Kersten | 37,987,732 | 4,747,437 |
| Alexander G. Esterhazy | 38,257,912 | 4,477,242 |
| C. Richard Kinsolving | 38,202,197 | 4,532,972 |
| Peter R. Young | 38,791,919 | 3,943,250 |

At the meeting the following proposals were ratified by the shareholders.

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- (1) to approve the adoption of CEL-SCI's 2011 Incentive Stock Option Plan;
- (2) to approve the adoption of CEL-SCI's 2011 Non-Qualified Stock Option Plan;
- (3) to approve the adoption of CEL-SCI's 2011 Stock Bonus Plan;
- (4) to approve an amendment to CEL-SCI's Stock Compensation Plan so that an additional 2,000,000 restricted shares of CEL-SCI's common stock are available for issuance under the plan;
- (5) to approve the appointment of BDO USA, LLP as CEL-SCI's independent registered public accounting firm for the fiscal year ending September 30, 2011;
- (6) to approve on an advisory basis, the compensation of CEL-SCI's executive officers;
- (7) to approve on an advisory basis, the frequency of advisory votes on the compensation of CEL-SCI's executive officers.

The following is a tabulation of votes cast with respect to these proposals:

| Proposal | Votes | | | Broker |
|----------|-------------|------------|-----------|-------------|
| | For | Against | Abstain | Non-Votes |
| 1. | 31,264,791 | 10,562,424 | 907,954 | 117,605,697 |
| 2. | 30,688,313 | 11,131,547 | 915,309 | 117,605,697 |
| 3. | 30,794,307 | 11,112,775 | 828,087 | 117,605,697 |
| 4. | 30,001,835 | 12,325,113 | 408,221 | 117,605,697 |
| 5. | 144,141,784 | 6,232,351 | 9,966,731 | 0 |
| 6. | 34,164,600 | 7,345,886 | 1,224,683 | 117,605,697 |

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| 7. | For 1 year | For 2 years | For 3 years | Abstain | Broker Non-Votes |
|----|------------|-------------|-------------|------------|---------------------|
| | | 11,416,903 | 1,802,830 | 27,018,316 | 2,497,120 |

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: April 15, 2011

CEL-SCI CORPORATION

By: /s/ Patricia B. Prichep

Patricia B. Prichep
Senior Vice President of Operations

