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CEL SCI CORP
Form 8-K
June 21, 2012

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): June 18, 2012

CEL-SCI CORPORATION

(Exact name of Registrant as specified in its charter)

Colorado	01-11889	84-0916344
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(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 1.01 Entry Into a Material Definitive Agreement

On June 18, 2012 CEL-SCI Corporation sold 16,000,000 shares of its common stock for \$5,600,000, or \$0.35 per share, in a registered direct offering. The investors in this offering also received Series Q warrants which entitle the investors to purchase up to 12,000,000 shares of CEL-SCI's common stock. The Series Q warrants may be exercised at any time on or after December 22, 2012 and on or before December 22, 2015 at a price of \$0.50 per share.

CEL-SCI has agreed to pay Chardan Capital Markets, LLC, the placement agent for this offering, a cash commission of \$448,000.

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CEL-SCI has filed with the Securities and Exchange Commission a prospectus supplement to its shelf Registration Statement on Form S-3 registering the shares of common stock and warrants sold in this offering.

The transaction closed on June 21, 2012. CEL-SCI received approximately \$5,130,000 from the sale of the securities described above, after deductions for the placement agent's commissions and offering expenses.

Item 9.01 Financial Statements and Exhibits

Exhibit Number -----	Description -----
5	Opinion of Counsel
10(gg)	Securities Purchase Agreement and the form of the Series Q warrant, which is an exhibit to the Securities Purchase Agreement.
10(hh)	Placement Agent Agreement
23(a)	Consent of Attorneys

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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: June 21, 2012

CEL-SCI CORPORATION

By: /s/ Geert R. Kersten

Geert R. Kersten, Chief Executive
Officer

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