

ANTIGENICS INC /DE/  
Form 8-K  
January 18, 2005

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

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

January 18, 2005  
Date of Report (Date of earliest event reported)

**ANTIGENICS INC.**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**

(State or Other Jurisdiction of  
Incorporation or Organization)

**630 Fifth Avenue, Suite 2100  
New York, NY 10111**

(Address of principal executive  
offices)

**000-29089**

(Commission File Number)

**212-994-8200**

(Registrant's telephone number, including area code)

**06-1562417**

(I.R.S. Employer  
Identification No.)

**10111**

(Zip Code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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EX-99.2 Risk Factors

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**Item 8.01 Other Events**

On January 18, 2005, Antigenics announced its plan to offer up to \$60 million aggregate principal amount of convertible senior notes due 2025 in a private placement pursuant to the exemption from the registration requirements afforded by Section 4(2) of the Securities Act of 1933, as amended. Antigenics announced that it intends to use up to \$10 million of the net proceeds from the sale of the notes to purchase shares of its outstanding common stock concurrently with the convertible note offering.

The Rule 135c press release relating to the offering is filed as Exhibit 99.1 and is incorporated herein by reference. Attached as Exhibit 99.2 are updated business risks for Antigenics.

**Item 9.01 Financial Statements and Exhibits**

The following exhibits are included herewith:

**Exhibit No.    Description of Exhibit**

- |      |  |
|------|--|
| 99.1 | Press release dated January 18, 2005, issued by Antigenics Inc., announcing its intent to offer, in a private placement, up to \$60 million aggregate principal amount of convertible senior notes due 2025. |
| 99.2 | Risk factors   |

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**SIGNATURE**

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.

ANTIGENICS INC.

By: /s/ Garo H. Armen

Date: January 18, 2005

Garo H. Armen, Ph.D.  
Chairman and Chief Executive Officer

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**EXHIBIT INDEX**

The following designated exhibits are filed herewith:

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	Press release dated January 18, 2005, issued by Antigenics Inc., announcing its intent to offer, in a private placement, up to \$60 million aggregate principal amount of convertible senior notes due 2025.
99.2	Risk factors