

ANTIGENICS INC /DE/  
Form 8-K  
March 14, 2008

**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):**

**March 14, 2008**

**ANTIGENICS INC.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
**of incorporation)**

**000-29089**  
**(Commission File Number)**

**06-1562417**  
**(IRS Employer**  
**Identification No.)**

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**162 FIFTH AVENUE**

**SUITE 900**

**NEW YORK, NY 10010**

**(Address of principal executive offices and zip code)**

**(212) 994-8200**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. 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(d))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 8.01. Other Events.

On May 3, 2007, the Securities and Exchange Commission declared effective a post-effective amendment to the Registration Statement on Form S-3 of Antigenics Inc. (the Company) (Registration No. 333-118175). That Registration Statement permits the issuance, from time to time, by the Company of shares of the Company's common stock, preferred stock and debt securities up to a combined amount of \$100,000,000.

A prospectus supplement dated March 14, 2008 to be filed with the Securities Exchange Commission contemplates the sale of up to 9,500,000 shares of the Company's common stock from time to time in at-the-market offerings pursuant to a Sales Agreement (the Agreement) with Wm Smith & Co. The Company does not expect to sell shares pursuant to the Agreement at prices less than \$3.00 per share.

In order to furnish certain exhibits for incorporation by reference into the Registration Statement, the Company is filing the Agreement and an opinion the Company received from its counsel regarding the validity of the shares to be sold pursuant to the Agreement.

ITEM 9.01. Financial Statements, Pro Forma Financial Statements and Exhibits.

(d) Exhibits.

1.1 Sales Agreement between Antigenics Inc. and Wm Smith & Co. dated March 14, 2008.

5.1 Opinion of Ropes & Gray LLP

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.

ANTIGENICS, INC.

Date: March 14, 2008

By: /s/ Shalini Sharp  
Name: Shalini Sharp  
Title: Chief Financial Officer

EXHIBIT INDEX

The following designated exhibits are filed herewith:

Exhibits:

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Sales Agreement between Antigenics Inc. and Wm Smith & Co. dated March 14, 2008. |
| 5.1                | Opinion of Ropes & Gray LLP  |