CEL SCI CORP
Form 8-K
June 29, 2009

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                            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 24, 2009


                        CEL-SCI CORPORATION
        ----------------------------------------------------------------
           (Exact name of Registrant as specified in its charter)



      Colorado                    0-11503                   84-0916344
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(State or other jurisdiction   (Commission File No.)     (IRS Employer
of incorporation)                                     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
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                                    N/A
              -------------------------------------------
              (Former name or former address if changed since last report)
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Item 1.01   Entry Into a Material Definitive Agreement

     On June 25, 2009 CEL-SCI Corporation sold 2,113,103 shares of its common
stock to a group of private investors for $845,240 or $0.40 per share. The
investors also received warrants which entitle the investors to purchase
1,415,779 shares of CEL-SCI's common stock. The warrants may be exercised at any
time on or after December 24, 2009 and on or prior to December 24, 2014 at a
price of $0.50 per share.

     CEL-SCI agreed to pay Neidiger/Tucker/Bruner, Inc., the placement agent
for three investors who purchased 575,000 shares and 385,250 warrants, a cash
commission of $11,500.

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 to the private investors.

Item 9.01   Financial Statements and Exhibits

Exhibit Number	Description
5	Opinion of Counsel
10(j)	Securities Purchase Agreement
10(k)	Form of Warrant

2

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 26, 2009.

CEL-SCI CORPORATION

By: /s/ Geert R. Kersten

     Geert R. Kersten, Chief Executive
     Officer

3

CEL-SCI CORPORATION

FORM 8-K

EXHIBITS