

AGENUS INC
Form 8-K
January 24, 2019

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): January 23, 2019

AGENUS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-29089
(Commission
File Number)
3 Forbes Road

06-1562417
(I.R.S. Employer
Identification No.)

Lexington, MA 02421

(Address of principal executive offices, including zip code)

(781) 674-4400

(Registrant's telephone number, including area code)

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:

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

The previously announced series of agreements, including a license agreement and two separate option and license agreements (collectively, the License and Option Agreements), each executed on December 20, 2018 between Agenesis Inc. (Agenesis) and Gilead Sciences, Inc. (Gilead), became effective on January 23, 2019, and Agenesis became entitled to receive the \$120.0 million upfront payment due under the License and Option Agreements. In addition, on January 23, 2019, Agenesis closed its previously announced private placement of 11,111,111 shares of Agenesis common stock to Gilead for an aggregate purchase price of \$30.0 million, or approximately \$2.70 per share.

As previously announced, the effectiveness of the License and Option Agreements and the closing of the private placement were subject to the parties receiving clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act). The waiting period under the HSR Act has expired.

On January 24, 2019, Agenesis issued a press release relating to the effectiveness of the License and Option Agreements and the closing of the private placement. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	<u>Press release issued by Agenesis Inc. dated January 24, 2019.</u>

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.

Agenus Inc.

Date: January 24, 2019

By: /s/ Garo H. Armen
Garo H. Armen

Chairman and CEO