

CEL SCI CORP

Form 4

October 28, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KERSTEN GEERT R

(Last) (First) (Middle)

2. Issuer Name **and** Ticker or Trading
Symbol
CEL SCI CORP [cvm]

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrants	\$ 0.53	10/28/2014			G		2,844,627		10/28/2014	08/18/2015	Common Stock	2,844,627

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KERSTEN GEERT R	X Chief Executive Officer

Signatures

Geert Kersten 10/28/2014
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Mr. Kersten is the trustee and one of the beneficiaries of the trust that received the warrants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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SOLE DISPOSITIVE POWER:

6,143,476

10

SHARED DISPOSITIVE POWER:

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

6,143,476

Reporting Owners

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

0

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

6.9%*

14

TYPE OF REPORTING PERSON:

CO

* The calculation of the percentage is based on 89,602,066 shares of Class A Common Stock issued and outstanding on October 29, 2008, as reported in VMware's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2008.

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AMENDMENT NO. 3 TO SCHEDULE 13D

This Amendment No. 3 amends and supplements that certain Schedule 13D filed on September 4, 2007, as amended to date (the Schedule 13D), by Intel Corporation, a Delaware corporation (the Reporting Person), relating to the Class A Common Stock, par value \$0.01 per share (the Common Stock), of VMware, Inc., a Delaware corporation (the Company). Capitalized terms used herein and not otherwise defined in this Amendment No. 3 shall have the meanings set forth in the Schedule 13D. Except as specifically set forth herein, the Schedule 13D remains unmodified.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended to add the following information under the subheading *Sale of Common Stock in the Open Market*:

Between December 5, 2008 and December 12, 2008, Intel Capital, the Reporting Person's wholly-owned subsidiary, sold an aggregate of 967,398 shares of the Common Stock in the open market, for a total price of \$23,212,561.04, at the per share price ranging from \$23.26 to \$24.50.

Item 4 of the Schedule 13D is hereby further amended such that the paragraph in Item 4 beginning with "Other than the plan to sell up to 3,750,000 shares of Common Stock" is amended and restated in its entirety by the following:

Other than the plan to sell up to 3,750,000 shares of the Common Stock disclosed in Amendment No. 1 to the Schedule 13D filed on November 3, 2008, Intel Capital does not have any other plans or proposals relating to the Common Stock. Pursuant to this plan, between November 4, 2008 and December 12, 2008, Intel Capital sold an aggregate of 2,356,524 shares of the Common Stock in the open market. Intel Capital currently holds 6,143,476 shares of the Common Stock.

Item 5. Interest in Securities of the Issuer.

The first paragraph appearing after subsection (e) of Item 5 of the Schedule 13D is hereby amended and restated in its entirety by the following:

* The Reporting Person does not directly own the Common Stock of the Company. By reason of the provisions of Rule 13d-3 under the Securities Exchange Act, as amended (the Act), the Reporting Person is deemed to own beneficially 6,143,476 shares of the Common Stock that are owned directly by Intel Capital, a wholly-owned subsidiary of the Reporting Person.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2008

INTEL CORPORATION

By: /s/Arvind Sodhani

Name: Arvind Sodhani

Title: Executive Vice President

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Schedule A

DIRECTORS AND EXECUTIVE OFFICERS

The name, citizenship, business address, and present principal occupation or employment of each of the directors and executive officers of the Reporting Person are as set forth below.

Directors:

Name	Present Principal Occupation or Employment	Present Business Address	Citizenship
Craig R. Barrett	Chairman of the Board	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
Paul S. Otellini	President and Chief Executive Officer	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
Charlene Barshefsky	Senior International Partner, Wilmer Cutler Pickering Hale & Dorr LLP	1875 Pennsylvania Avenue, NW Washington, DC 20006	U.S.A
Susan L. Decker	President, Yahoo! Inc.	701 First Avenue Sunnyvale, CA 94089	U.S.A
Reed E. Hundt	Principal, Charles Ross Partners, LLC	1909 K Street NW, Suite 820 Washington, DC 20006	U.S.A
James D. Plummer	John M. Fluke Professor of Electrical Engineering; Frederick E. Terman Dean of the School of Engineering, Stanford University	Stanford University Terman 214, Mail Code 4027 Stanford, CA 94305	U.S.A
David S. Pottruck	Chairman and Chief Executive Officer, Red Eagle Ventures, Inc.	201 Spear Street Suite 1150 San Francisco, CA 94105	U.S.A
Jane E. Shaw	Retired Chairman and Chief Executive Officer, Aerogen, Inc.	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A / U.K.
John L. Thornton	Professor and Director of Global Leadership Tsinghua University in Beijing	712 Fifth Avenue, 23 rd Floor New York, NY 10019	U.S.A

Explanation of Responses:

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David B. Yoffie	Max and Doris Starr Professor of International Business Administration, Harvard Business School	Harvard Business School Morgan Hall 215, Soldiers Field Park Rd. Boston, MA 02163 111 McInnis Parkway San Rafael, California 94903	U.S.A
Carol A. Bartz	Executive Chairman of the Board of Directors of Autodesk, Inc.		U.S.A

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Non-Director Executives:

Name	Present Principal Occupation or Employment	Present Business Address	Citizenship
Andy D. Bryant	Executive Vice President	2200 Mission College Blvd.	U.S.A
	Finance and Enterprise Services Chief Administrative Officer	Santa Clara, CA 95052	
Sean M. Maloney	Executive Vice President	2200 Mission College Blvd.	U.K.
	Chief Sales and Marketing Officer	Santa Clara, CA 95052	
David Perlmutter	Executive Vice President	2200 Mission College Blvd.	U.S.A
	General Manager, Mobility Group	Santa Clara, CA 95052	
Arvind Sodhani	Executive Vice President	2200 Mission College Blvd.	U.S.A
	President, Intel Capital	Santa Clara, CA 95052	
Robert J. Baker	Senior Vice President	2200 Mission College Blvd.	U.S.A
	General Manager, Technology and Manufacturing Group	Santa Clara, CA 95052	
Patrick P. Gelsinger	Senior Vice President	2200 Mission College Blvd.	U.S.A
	General Manager, Digital Enterprise Group	Santa Clara, CA 95052	
William M. Holt	Senior Vice President	2200 Mission College Blvd.	U.S.A
	General Manager, Technology and Manufacturing Group	Santa Clara, CA 95052	
D. Bruce Sewell	Senior Vice President	2200 Mission College Blvd.	U.S.A
	General Counsel	Santa Clara, CA 95052	
Stacy J. Smith	Vice President	2200 Mission College Blvd.	U.S.A
	Chief Financial Officer	Santa Clara, CA 95052	
Thomas M. Kilroy	Vice President	2200 Mission College Blvd.	U.S.A
	General Manager, Digital Enterprise Group	Santa Clara, CA 95052	

