

ANTIGENICS INC /DE/  
Form POS AM  
June 10, 2008

As filed with the Securities and Exchange Commission on June 10, 2008

Registration No. 333-118175

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST EFFECTIVE AMENDMENT NO. 2**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**ANTIGENICS INC.**

(Exact name of Registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>2836</b> (Primary Standard Industrial Classification Code Number) <b>162 FIFTH AVENUE, SUITE 900</b> <b>NEW YORK, NEW YORK 10010</b> <b>(212) 994-8200</b>	<b>06-1562417</b> (I.R.S. Employer Identification Number)
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(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Garro H. Armen, Ph.D.**  
**President and Chief Executive Officer**  
**Antigenics Inc.**  
**162 Fifth Avenue, Suite 900**  
**New York, New York 10010**  
**(212) 994-8200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**Paul M. Kinsella**  
**Ropes & Gray LLP**  
**One International Place**  
**Boston, MA 02110-2624**  
**(617) 951-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**EXPLANATORY NOTE**

Antigenics Inc. filed a registration statement (File No. 333-118175) with the Securities and Exchange Commission (the SEC ) on August 12, 2004, as amended by Post-Effective Amendment No. 1 filed with the SEC on April 4, 2007 (the Registration Statement ) registering securities up to a maximum public offering price of \$100,000,000. This Post-Effective Amendment No. 2 is filed to deregister the \$84,158,000 of securities that remain unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Antigenics Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 10, 2008.

Antigenics Inc.

By: /s/ Garo H. Armen  
Garo H. Armen, Ph.D.

Chief Executive Officer