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CEL SCI CORP
Form 8-K/A
August 28, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): August 26, 2009

(a) CEL-SCI CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------|--------------------------------------|
| Colorado | 0-11503 | 84-0916344 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (IRS Employer 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

N/A
(Former name or former address if changed since last report)

Item 1.01 Entry Into a Material Definitive Agreement

On August 20, 2009 CEL-SCI Corporation sold 9,701,000 shares of its common stock to a group of private investors for \$4,365,450 or \$0.45 per share. The investors also received warrants which entitle the investors to purchase 4,850,500 shares of CEL-SCI's common stock.

On August 26, 2009 CEL-SCI Corporation sold an additional 1,083,435 shares of its common stock to a separate group of private investors for \$487,545 or \$0.45 per share. The investors also received warrants which entitle the investors to purchase 541,717 shares of CEL-SCI's common stock.

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The warrants sold on August 26, and August 20, 2009 may be exercised at any time on or after February 20, 2010 and on or prior to February 20, 2015 at a price of \$0.55 per share.

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(1) | Securities Purchase Agreement (together with schedule required by Instruction 2 to Item 601 of Regulation S-K), together with the form of Warrant, which is an exhibit to the Securities Purchase Agreement. |
| 23(a) | Consent of Attorneys. |

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: August 27, 2009

CEL-SCI CORPORATION

By: /s/ Patricia B. Prichep

Patricia B. Prichep, Senior Vice
President of Operations

CEL-SCI CORPORATION

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EXHIBITS