

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

CEL SCI CORP

Form: 4

Date Filed: 2020-04-20

Corporate Issuer CIK: 725363

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person CIPRIANO JOHN			2. Issuer Name and Ticker or Trading Symbol CEL SCI CORP [CVM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div> <div>Director</div> <div>10% Owner</div> <div>X Officer (give title below)</div> <div>Other (specify below)</div> </div> Senior Vice President				
<div> <div>(Last)</div> <div>(First)</div> <div>(Middle)</div> </div> 8229 BOONE BLVD, SUITE 802			3. Date of Earliest Transaction (Month/Day/Year) 04/20/2020							
<div>(Street)</div> VIENNA, VA 22182			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <div> <div>X Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> </div>				
<div> <div>(City)</div> <div>(State)</div> <div>(Zip)</div> </div>			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	(A) or (D)	Price		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.
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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options	\$ 10.93	04/20/2020		A		160,000		(1)	04/19/2030	Common Stock	160,000	\$ 0.01	610,027	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CIPRIANO JOHN 8229 BOONE BLVD SUITE 802 VIENNA, VA 22182			Senior Vice President	

Signatures

John Cipriano	04/20/2020
Signature of Reporting Person	Date

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).
- These stock options are performance based. Each option entitles the holder to purchase one share of the Company's common stock at a price of \$10.93 per share. The stock options vest upon the achievement of the following performance goals: i) 25% of the options will vest when the closing price of the Company's common stock exceeds \$20.00 for ten consecutive trading days; ii) 50% of the options will vest when the closing price of the Company's common stock exceeds \$25.00 for ten consecutive trading days; iii) 75% of the options will vest when the closing price of the Company's common stock exceeds \$30.00 for ten consecutive trading days; and iv) 100% of the options will vest when either (a) the filing of the first marketing application for any pharmaceutical based upon the Company's Multikine technology in any of the USA, Canada, UK, Germany, France, Italy, Spain, Japan, or Australia or (b) the closing price of the Company's common stock exceeds \$40.00 for ten consecutive trading days.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person CIPRIANO JOHN		2. Issuer Name and Ticker or Trading Symbol CEL SCI CORP [CVM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><div><div>Director</div><div>10% Owner</div></div><div><div>X Officer (give title below)</div><div>Other (specify below)</div></div></div> <div>Senior Vice President</div>			
<div><div>(Last)</div><div>(First)</div><div>(Middle)</div></div> 8229 BOONE BLVD, SUITE 802		3. Date of Earliest Transaction (Month/Day/Year) 04/20/2020					
<div>(Street)</div> VIENNA, VA 22182		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <div><div>X Form filed by One Reporting Person</div><div>Form filed by More than One Reporting Person</div></div>			
<div><div>(City)</div><div>(State)</div><div>(Zip)</div></div>		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)
			<div>Code</div>	<div>V</div> <div>Amount</div> <div>(A) or (D)</div> <div>Price</div>			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				<div>Code</div>	<div>V</div> <div>(A)</div> <div>(D)</div>	<div>Date Exercisable</div> <div>Expiration Date</div>	<div>Title</div> <div>Amount or Number of Shares</div>				
Options	\$ 10.93	04/20/2020		A	160,000	<div>(1)</div> 04/19/2030	Common Stock	160,000	\$ 0.01	610,027	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CIPRIANO JOHN 8229 BOONE BLVD SUITE 802 VIENNA, VA 22182			Senior Vice President	

Signatures

John Cipriano	04/20/2020
Signature of Reporting Person	Date

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).

These stock options are performance based. Each option entitles the holder to purchase one share of the Company's common stock at a price of \$10.93 per share. The stock options vest upon the achievement of the following performance goals: i) 25% of the options will vest when the closing price of the Company's common stock exceeds \$20.00 for ten consecutive trading days; ii) 50% of the options will vest when the closing price of the Company's common stock exceeds \$25.00 for ten consecutive trading days; iii) 75% of the options will vest when the closing price of the Company's common stock exceeds \$30.00 for ten consecutive trading days; and iv) 100% of the options will vest when either (a) the filing of the first marketing application for any pharmaceutical based upon the Company's Multikine technology in any of the USA, Canada, UK, Germany, France, Italy, Spain, Japan, or Australia or (b) the closing price of the Company's common stock exceeds \$40.00 for ten consecutive trading days.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

EDGAR Stream is a copyright of Issuer Direct Corporation, all rights reserved.