

# **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

# **CEL SCI CORP**

Form: 4

Date Filed: 2020-04-20

Corporate Issuer CIK: 725363

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# **FORM**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROV	AL
OMB Number:	3235-0287
Estimated average burder	n hours
per response	0.5

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type	Responses)																	
1. Name and CIPRIANO		eporting Person-				lame <b>and</b> CORP [		or Trad	ing S	ymbol		5.	Relationship o		Person(s) to Iso k all applicable	<u>.</u> )		
(Middle) 8229 BOONE BLVD, SUITE 802					Date of Earliest Transaction (Month/Day/Year)     04/20/2020									X_Officer (give title below) Other (specify below)  Senior Vice President				
VIENNA, V	/A 22182	(Street)		4. If Am	nendr	ment, Date	e Origin	al Filed	Month	/Day/Year)			Individual or Jo Form filed by One Form filed by More	Reporting Pers		able Line)		
(City)	7. 22.102	(State)	(Zip)				Table	e I - No	n-De	rivative S	ecuriti	ies Acquire	ed, Disposed o	of, or Benef	icially Owned			
1.Title of Secu (Instr. 3)	urity		2. Transactio Date (Month/Day/	Exect (ear) any		n Date, if	3. Trans Code (Instr. 8		(	1. Securitie A) or Disp Instr. 3, 4	osed o	f (D) Fo	Amount of Sec llowing Reporte str. 3 and 4)		ficially Owned ion(s)	Ownership Form:	Beneficial	
				(IVIOI	ntn/D	oay/Year)	Coc	de	v	Amount	(A) or (D)	Price				. ,	Ownership (Instr. 4)	
			Tabl					for ON quired,	m ar MB co Disp	e not requented not request on the not request of the notes of the not	uired to nber. or Ben	o respond eficially Ov			tained in this a currently va		1474 (9-02)	
1. Title of Derivative Security (Instr. 3)	erivative Conversion Date Execution Date, if ecurity or Exercise (Month/Day/Year)		4. Transaction	Transaction Derivative Securities			6. Date Ex Expiration (Month/Da		ercisable and Date		7. Title and Underlying (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial Ownershi (Instr. 4)		
				Code	٧	(A)	(D)	Date Exerc	isable	Expiration Date	on .	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)		
Options	\$ 10.93	04/20/2020		Α		160,00	00	7	<u>(1)</u>	04/19/2	2030	Common Stock	160,000	\$ 0.01	610,027	D		
Reporti	ng Owr	ners																
Reporting Ov	unor Nome /	Addross	Relat	ionships														
neporting O	witer Name /	Director	10% Owner Offic	cer			Other											

Reporting Owner Name / Address	Relationships								
Reporting Owner Name / Address	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.

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(Print or Type	Responses)							,									
1. Name and CIPRIANC		eporting Person-				Name <b>and</b> CORP [(		or Tra	ding S	ymbol	5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Middle) (Asst) (First) (Middle) 8229 BOONE BLVD, SUITE 802					of E	arliest Trai 20	nsactio	n (Mo	nth/Da	y/Year)		X_ Officer (give title below) Other (specify below)  Senior Vice President					
(Street) VIENNA, VA 22182				4. If An	nend	ment, Date	Origin	al File	e <b>d</b> 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	e I - N	lon-De	rivative Secur	ities Acquir	ed, Disposed o	of, or Bene	ficially Owned			
1.Title of Sec (Instr. 3)	urity		2. Transactio Date (Month/Day/\)	Exe (ear) any	cutio	n Date, if	3. Trans Code (Instr. 8	3)	(	A. Securities Acade A. Or Disposed Instr. 3, 4 and 5 (A) or Control (A) or Control (B) or Control (A) or Control (B) or Contro	of (D) Fo (Ir	Amount of Sec illowing Report str. 3 and 4)		•	` '	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Tabl					fo O quired	orm ar OMB co d, Disp	s who respond e not required ontrol number. cosed of, or Be convertible sec	to respond	unless the for		tained in this a currently va		1474 (9-02)	
1. Title of Derivative Security (Instr. 3)			Execution Date, if	4. Transacti Code		5. Number Derivative Securities Acquired ( Disposed (Instr. 3, 4	(A) or of (D)	6. Da	ate Exe	ercisable and				9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exer	cisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)		
Options	\$ 10.93	04/20/2020		Α		160,000	0		<u>(1)</u>	04/19/2030	Commor Stock	160,000	\$ 0.01	610,027	D		
Reporti	ng Owr	ners															

Reporting Owner Name / Address			Relationships	
Reporting Owner Name / Address	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

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