

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

CEL SCI CORP

Form: 8-K

Date Filed: 2020-04-17

Corporate Issuer CIK: 725363

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

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): April 17, 2020

CEL-SCI CORPORATION

(Exact name of Registrant as specified in its charter)

Colorado

(State or other jurisdiction of incorporation)

001-11889

(Commission File No.)

84-0916344

(IRS Employer Identification No.)

8229 Boone Blvd., #802

Vienna, VA 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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CVM	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§203.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§204.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Securities Holders.

The annual meeting of CEL-SCI's shareholders was held on April 17, 2020. At the meeting the following persons were elected as directors for the upcoming year:

Name	Votes For	Votes Against	Broker Non-Votes
Geert Kersten	12,653,105	589,766	13,560,496
Peter Young	11,661,270	1,581,601	13,560,496
Bruno Baillavoine	12,508,081	734,790	13,560,496
Robert Watson	12,531,016	711,855	13,560,496

At the meeting the following were approved by CEL-SCI's shareholders:

- (2) the adoption of CEL-SCI's 2020 Non-Qualified Stock Option Plan which provides that up to 3,600,000 shares of common stock may be issued upon the exercise of options granted pursuant to the Plan;
- (3) on a non-binding advisory basis, the compensation of CEL-SCI's executive officers;
- (4) on a non-binding advisory basis, the frequency of the advisory vote regarding the compensation of CEL-SCI's executive officers; and

(5) the appointment of BDO USA, LLP as CEL-SCI's independent registered public accounting firm for the fiscal year ending September 30, 2020.

The following is a tabulation of votes cast with respect to proposals 2, 3, and 5:

Proposal	Votes For	Votes Against	Abstain	Broker Non-Votes
(2)	9,616,589	3,461,112	165,170	13,560,496
(3)	10,333,652	2,312,301	596,918	13,560,496
(5)	26,531,060	109,810	162,497	-

The following is a tabulation of votes cast with respect to proposals 4:

Proposal	1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
(4)	4,159,657	668,696	8,006,841	407,677	13,560,496

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.

CEL-SCI CORPORATION

Date: April 17, 2020

By: /s/ Geert Kersten

Geert Kersten
Chief Executive Officer