

AGENUS INC  
Form 8-K  
March 05, 2012

**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) **March 5, 2012**

**AGENUS INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**000-29089**  
(Commission File Number)

**06-1562417**  
(IRS Employer Identification No.)

**3 Forbes Road**  
**Lexington, MA**  
(Address of principal executive offices)

**02421**  
(Zip Code)

Registrant's telephone number, including area code: **781-674-4400**

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(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 obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 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))

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**Item 1.01. Entry into a Material Definitive Agreement.**

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On March 2, 2012, Agenus Inc., Antigenics Inc., a wholly owned subsidiary of Agenus Inc. (collectively, "Agenus"), and GlaxoSmithKline Biologicals SA ("GSK") entered into a First Right to Negotiate and Amendment Agreement amending their Amended and Restated Manufacturing Technology Transfer Agreement dated January 16, 2009 to include additional rights for the use of Agenus' proprietary QS-21 Stimulon® adjuvant in GSK's adjuvant systems. In addition, Agenus has agreed to grant the vaccines company the first right to negotiate for the purchase of Agenus or certain of its assets. The first right to negotiate will expire after five years.

Under the terms of the agreement, GSK will pay Agenus a non-refundable payment of \$9 million, of which \$2.5 million is creditable against future manufacturing technology transfer royalty payments. The agreement also includes royalty payments for an undisclosed indication upon commercialization of a vaccine product.

The full text of the press release issued in connection with the amendment is being filed as Exhibit 99.1 to this current report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed herewith:

99.1 Press Release dated March 5, 2012

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AGENUS INC.**

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(Registrant)

/s/ **SHALINI SHARP**

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**March 5, 2012**

(Date)

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Shalini Sharp  
*Chief Financial Officer*

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release dated March 5, 2012