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CEL SCI CORP
Form S-1/A
June 20, 2001

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As filed with the Securities and Exchange Commission on June __, 2001

Registration No. 333-59798

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

FORM S-1
AMENDMENT NO. 2

Registration Statement Under
THE SECURITIES ACT OF 1933

CEL-SCI CORPORATION

(Exact name of registrant as specified in charter)

| | | |
|---|--|-------------------------------|
| Delaware | 2831 | 52-2278236 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Primary Standard Classi- fication Code Number) | (IRS Employer I.D. Number) |

8229 Boone Blvd. #802
Vienna, Virginia 22182
(703) 506-9460

(Address and telephone number of principal executive offices)

Geert Kersten
8229 Boone Blvd. #802
Vienna, Virginia 22182
(703) 506-9460

(Name, address and telephone number of agent for service)

Copies of all communications, including all communications sent
to the agent for service, should be sent to:

William T. Hart, Esq.
Hart & Trinen, LLP
1624 Washington Street
Denver, Colorado 80203
303-839-0061

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
As soon as practicable after the effective date of this Registration Statement

If any of the securities being registered on this Form are to be offered
on a delayed or continuous basis pursuant to Rule 415 under the Securities Act
of 1933, other than securities offered only in connection with dividend or
interest reinvestment plans, check the following box [X].

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

CALCULATION OF REGISTRATION FEE

| Title of each Class of Securities to be Registered | Securities to be Registered | Proposed Maximum Offering Price Per Share (3) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee (4) |
|--|-----------------------------------|---|---|--------------------------------------|
| Common stock (1) | 8,000,000 | \$1.44 | \$11,520,000 | \$3,041 |
| Common stock (2) | 200,800 | \$1.44 | 289,152 | 77 |
| Total | | | \$11,809,152 | \$3,118 |

- (1) Represents shares issuable to Paul Revere Capital Partners, Ltd. under equity line of credit.
 (2) Represents shares issuable upon the exercise of warrants held by Paul Revere Capital Partners.
 (3) Offering price computed in accordance with Rule 457(c).

Pursuant to Rule 416, this Registration Statement includes such indeterminate number of additional securities as may be required for issuance upon the exercise of the options or warrants as a result of any adjustment in the number of securities issuable by reason of the options or warrants.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Item 16. Exhibits and Financial Statement Schedules

| (a) Exhibits | Page Number |
|--------------------------------|--|
| 3(a) Articles of Incorporation | Incorporated by reference to Exhibit 3(a) of CEL-SCI's combined Registration |

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|---|---|
| | Statement on Form S-1 and Post-Effective Amendment ("Registration Statement"), Registration Nos. 2-85547-D and 33-7531. |
| (b) Amended Articles | Incorporated by reference to Exhibit 3(a) of CEL-SCI's Registration Statement on Form S-1, Registration Nos. 2-85547-D and 33-7531. |
| (c) Amended Articles | Incorporated by reference to Exhibit (Name change only) 3(c) filed with Registration Statement on Form S-1 (No. 33-34878). |
| (d) Bylaws | Incorporated by reference to Exhibit 3(b) of CEL-SCI's Registration Statement on Form S-1, Registration Nos. 2-85547-D and 33-7531. |
| 4(a) Specimen copy of Stock Certificate | Incorporated by reference to Exhibit 4(a) of CEL-SCI's Registration Statement on Form S-1, Registration Nos. 2-85547-D and 33-7531. |
| 4(c) Form of Common Stock | Incorporated by reference to Exhibit Purchase Warrant 4(c) filed as an exhibit to CEL-SCI's Registration Statement on Form S-1 (Registration No. 33-43281). |
| 5 Opinion of Counsel | _____ |
| 10(e) Employment Agreement with Geert Kersten | Incorporated by reference to Exhibit 10(e) of the Company's report on Form 10-K for the year ended September 30, 2000. |
| 10(i) Securities Purchase Agreement (with schedule) | Incorporated by reference to Exhibit 10(i) to Cel-Sci Registration Statement on Form S-3 (Commission File Number 333-94675). |
| 10(j) | Form of Callable (Series A) Warrant Incorporated by reference to Exhibit 10(j) to Cel-Sci Registration Statement on Form S-3 (Commission File Number 333-94675). |
| 10(k) Form of Adjustable (Series B) Warrant | Incorporated by reference to Exhibit 10(k) to Cel-Sci Registration Statement on Form S-3 (Commission File Number 333-94675). |
| 10(l) Registration Rights Agreement | Incorporated by reference to Exhibit 10(l) to Cel-Sci Registration Statement on Form S-3 (Commission File Number 333-34604). |

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| 10(m) Securities Purchase Agreement, together with Schedule required Instruction 2 to Item 601 of Regulation S-K | Incorporated by reference to Exhibit 10(m) to Cel-Sci Registration Statement on by Form S-3 (Commission File Number 333-34604) |
| 10(n) Form of Callable (Series C) Warrant | Incorporated by reference to Exhibit 10(n) to Cel-Sci Registration Statement on Form S-3 (Commission File Number 333-34604). |
| 10(o) Form of Adjustable (Series D) Warrant | Incorporated by reference to Exhibit 10(o) to Cel-Sci Registration Statement on Form S-3 (Commission File Number 333-34604). |
| 10(p) Registration Rights Agreement | Incorporated by reference to Exhibit 10(p) to Cel-Sci Registration Statement on Form S-3 (Commission File Number 333-34604). |
| 10(q) Common Stock Purchase Agreement with Paul Revere Capital Partners Ltd. | Previously filed |
| 10(r) Stock Purchase Warrant issued to Paul Revere Capital Partners, Ltd. | Previously filed |
| 23(a) Consent of attorneys | ----- |
| 23(b) Consent of accountants | Previously filed |
| (b) Financial statement schedules. | None |

POWER OF ATTORNEY

The registrant and each person whose signature appears below hereby authorizes the agent for service named in this Registration Statement, with full power to act alone, to file one or more amendments (including post-effective amendments) to this Registration Statement, which amendments may make such changes in this Registration Statement as such agent for service deems appropriate, and the Registrant and each such person hereby appoints such agent for service as attorney-in-fact, with full power to act alone, to execute in the name and in behalf of the Registrant and any such person, individually and in each capacity stated below, any such amendments to this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vienna, State of Virginia, on the 20th day of June, 2001.

CEL-SCI CORPORATION

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By: /s/ Maximilian de Clara

Maximilian de Clara, President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|---------------|
| /s/ Maximilian de Clara Maximilian de Clara | Director and Principal Executive Officer | June 20, 2001 |
| /s/ Geert Kersten Geert R. Kersten | Director, Principal Financial Officer and Chief Executive Officer | June 20, 2001 |
| Alexander G. Esterhazy | Director | |
| C. Richard Kinsolving | Director | |
| /s/ Donald Hudson ----- F. Donald Hudson | Director | June 20, 2001 |