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CEL SCI CORP
Form 8-K
September 21, 2009

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): September 17, 2009

CEL-SCI CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|--|--------------------------------|---|
| Colorado | 0-11503 | 84-0916344 |
| ----- (State or other jurisdiction of incorporation) | ----- (Commission File No.) | ----- (IRS Employer Identification No.) |

8229 Boone Boulevard, Suite 802
Vienna, Virginia 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)

Item 8.01 Other Events

CEL-SCI Corporation is offering to sell up to 22,000,000 shares of its common stock to investors exercising warrants previously issued by CEL-SCI.

CEL-SCI will not pay any commissions with respect to the sale of any securities offered by this prospectus.

CEL-SCI has filed with the Securities and Exchange Commission a prospectus supplement to its shelf Registration Statement on Form S-3 registering the

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shares of common stock to be sold to the private investors.

Item 9.01 Financial Statements and Exhibits

| Exhibit Number | Description |
|----------------|----------------------|
| 5 | Opinion of Counsel |
| 23(a) | Consent of Attorneys |

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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.

Date: September 21, 2009

CEL-SCI CORPORATION

By: /s/ Geert R. Kersten

Geert R. Kersten, Chief Executive
Officer

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CEL-SCI CORPORATION

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EXHIBITS

EXHIBIT 5

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September 21, 2009

CEL-SCI Corporation
8229 Boone Boulevard, Suite 802
Vienna, Virginia 22182

This letter will constitute an opinion upon the legality of the sale by CEL-SCI Corporation, a Colorado corporation ("CEL-SCI"), of up to 22,000,000 shares of common stock, all as referred to in the Registration Statement on Form S-3 (File No. 333-160794) filed by CEL-SCI with the Securities and Exchange Commission.

We have examined the Articles of Incorporation, the Bylaws and the minutes of the Board of Directors of CEL-SCI and the applicable laws of the State of Colorado, and a copy of the Registration Statement. In our opinion, CEL-SCI is authorized to issue the shares of stock mentioned above and such shares represent fully paid and non-assessable shares of CEL-SCI's common stock.

Very truly yours,

HART & TRINEN

/s/ William T. Hart

William T. Hart

EXHIBIT 23(a)

CONSENT OF ATTORNEYS

Reference is made to the Registration Statement of CEL-SCI Corporation, whereby the Company proposes to sell 22,000,000 shares of its common stock. Reference is also made to Exhibit 5 included as part of this report, and included by reference as an exhibit to the Registration Statement, relating to the validity of the securities proposed to be sold.

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We hereby consent to the use of our opinion concerning the validity of the securities proposed to be issued and sold.

HART & TRINEN

/s/ William T. Hart

September 21, 2009