

AGENUS INC  
Form SC 13G/A  
February 14, 2014

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

SCHEDULE 13G

**(Amendment No. 1)**

Under the Securities Exchange Act of 1934

Agenus Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

00847G705

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (the “Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Larry N. Feinberg

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

SHARES 500,000  
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 1,003,414  
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 500,000  
SHARED DISPOSITIVE POWER

WITH: 8

1,003,414

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,503,414

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Oracle Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0  
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 1,003,414  
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0  
SHARED DISPOSITIVE POWER

WITH: 8

1,003,414

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,003,414

10

..

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.8%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Oracle Associates, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0  
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 1,003,414  
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0  
SHARED DISPOSITIVE POWER

WITH: 8

1,003,414

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,003,414

10

..

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.8%

TYPE OF REPORTING PERSON (See Instructions)

12

OO



This Amendment No. 1 to Schedule 13G (this “Amendment No. 1”) is being filed with respect to the Common Stock, par value \$0.01 (“Common Stock”) of Agenus, Inc., a Delaware corporation (the “Company”), to amend the Schedule 13G filed on February 12, 2013 (as so amended, the “Schedule 13G”), in accordance with the annual amendment requirements. Capitalized terms used but not defined herein have the meaning ascribed thereto in the Schedule 13G.

**Item 4. Ownership:**

Item 4 of the Schedule 13G is hereby amended and restated as follows:

The percentage of shares owned is based upon the 36,028,391 shares of the Issuer’s Common Stock issued and outstanding, which is based upon 35,750,613 shares outstanding as of November 4, 2013, as set forth in the Issuer’s most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, filed with the Securities and Exchange Commission on November 8, 2013, together with the addition of 277,778 shares of Common Stock issuable upon the exercise of warrants held by Oracle Partners, L.P.

The beneficial ownership of the Reporting Persons is set forth below. This filing and any future amendments hereto shall not be considered an admission that any Reporting Person is a beneficial owner of shares beneficially owned by any other Reporting Person named herein.

The number of shares of Common Stock beneficially owned by the Reporting Persons includes 277,778 shares of Common Stock issuable upon exercise of warrants held by Oracle Partners L.P.

**A. Larry Feinberg**

(a) Amount beneficially owned: 1,503,414

(b) Percent of class: 4.2%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 500,000

(ii) Shared power to vote or direct the vote: 1,003,414

(iii) Sole power to dispose or direct the disposition: 500,000

(iv) Shared power to dispose or direct the disposition: 1,003,414

B.

Oracle Associates, LLC

- (a) Amount beneficially owned: 1,003,414
- (b) Percent of class: 2.8%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 1,003,414
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 1,003,414

D. Oracle Partners, L.P.

(a) Amount beneficially owned: 1,003,414

(b) Percent of class: 2.8%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 1,003,414

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 1,003,414

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2014

/s/ Larry N. Feinberg  
Larry Feinberg,  
Individually

ORACLE ASSOCIATES,  
LLC

By: /s/ Larry N. Feinberg  
Larry Feinberg, Managing  
Member

ORACLE PARTNERS,  
L.P.

By: ORACLE  
ASSOCIATES, LLC, its  
general partner

By: /s/ Larry N. Feinberg  
Larry Feinberg, Managing  
Member