

AGENUS INC
Form 4
June 16, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Valentine Karen

(Last) (First) (Middle)

C/O ANTIGENICS INC., 3
FORBES RD

(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AGENUS INC [AGEN]

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Legal Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Sec (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A	N	S
Stock Option, right to buy	\$ 4.16	06/14/2016 ⁽¹⁾		A	140,000 ⁽¹⁾				03/31/2017 ⁽¹⁾	03/31/2026	Common Stock	1		
Restricted Stock Unit	⁽²⁾	06/14/2016 ⁽²⁾		A	27,500 ⁽²⁾				03/31/2019 ⁽²⁾	03/31/2019 ⁽²⁾	Common Stock	2		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Valentine Karen C/O ANTIGENICS INC. 3 FORBES RD LEXINGTON, MA 02421	Chief Legal Officer

Signatures

Christine M. Klaskin, by Power of Attorney
06/16/2016
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Option was granted on March 31, 2016 subject to shareholder approval, which was obtained at the Company's annual shareholder meeting on June 14, 2016. Option awarded in accordance with the Agenus Inc. Amended and Restated 2009 Equity Incentive Plan, and vests over three years with one-third of the award vesting on March 31, 2017 and the balance vesting in equal quarterly installments thereafter.

(2) Award was granted on March 31, 2016 subject to shareholder approval, which was obtained at the Company's annual shareholder meeting on June 14, 2016. RSU awarded in accordance with the Agenus Inc. Amended and Restated 2009 Equity Incentive Plan, and is eligible to vest in a single installment on March 31, 2019 based upon Company stock price performance. Amount shown reflects the target award. The ultimate award size can range between 50% and 150% of target based on the actual average stock price achieved.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.