

ANTIGENICS INC /DE/
Form 8-K
December 15, 2004

Table of Contents

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

December 8, 2004
Date of Report (Date of earliest event reported)

ANTIGENICS INC

(Exact name of registrant as specified in its charter)

DELAWARE

000-29089

06-1562417

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

630 Fifth Avenue, Suite 2100
New York, NY 10111

10111

(Address of principal executive offices)

(Zip Code)

212-994-8200

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))

TABLE OF CONTENTS

Item 1.01 Entry into a Material Definitive Agreement

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-10.1 Form of Non-Statutory Stock Option Certificate

EX-10.2 2005 Cash Compensation

Table of Contents**Item 1.01** Entry into a Material Definitive Agreement

On December 8, 2004, the Compensation Committee of the Board of Directors of Antigenics Inc., granted non-statutory stock options in accordance with the 1999 Equity Incentive Plan, as amended, to certain named executive officers as well as other officers. These grants were communicated to the officers on December 13, 2004. Each option grant is exercisable at \$8.13 per share, vests in four equal annual installments beginning December 8, 2005 and will expire December 8, 2014. The form of the award is filed herein as an exhibit. The option grants are as follows:

| Name | Title | Number Options Granted |
|------------------|----------------------------------|---------------------------------------|
| Russell Herndon | President, Commercial Operations | 50,000 |
| Renu Gupta | Sr. VP, Development | 50,000 |
| Peter Thornton | Sr. VP and CFO | 25,000 |
| 7 other officers | | 160,000 |

The Compensation Committee has also set salaries and target bonuses for the year ended December 31, 2005 for certain named executive officers and other officers as set forth in an exhibit to this filing.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

10.1 Form of Non-Statutory Stock Option Certificate

10.2 2005 Cash Compensation

Table of Contents

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.

ANTIGENICS INC.

Date: December 15, 2004

By: /s/ Garo H. Armen

Garo H. Armen, Ph.D.
Chairman and Chief Executive Officer

Table of Contents

EXHIBIT INDEX

The following designated exhibits are filed herewith:

Exhibits:

10.1 Form of Non-Statutory Stock Option Certificate

10.2 2005 Cash Compensation