

AGENUS INC
Form 4
April 30, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Malik Shahzad

(Last) (First) (Middle)
AGENUS INC., 3 FORBES ROAD
(Street)
LEXINGTON, MA 02421

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

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/08/2014 | | J | 111,289 A | \$ 2.999 1,107,377 | I | see footnote (1) |
| Common Stock | 04/28/2015 | | S | 700,000 D | \$ 7.1608 407,377 | I | see footnote (2) |
| Common Stock | 04/29/2015 | | S | 407,377 D | \$ 7.0176 0 | I | see footnote (2) |

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

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(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Malik Shahzad AGENUS INC. 3 FORBES ROAD LEXINGTON, MA 02421 | | X | | |

Signatures

Christine M. Klaskin, by Power of Attorney
04/30/2015

__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).

On May 8, 2014, Agenus Inc. issued to Advent Venture Partners LLP ("Advent") and its affiliated entities, and not Dr. Malik in his individual capacity, 111,289 shares of common stock of Agenus Inc., as repayment for certain indebtedness owed by 4-Antibody-AG, a wholly-owned subsidiary of Agenus Inc., to Advent and its affiliated entities as former shareholders of 4-Antibody AG prior to Agenus Inc.'s acquisition of 4-Antibody AG in February 2014. Dr. Malik is a GP of Advent Venture Partners LLP and shares voting and investment power of the shares, and disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) Represents shares sold by Advent Venture Partners LLP and its affiliated entities, and not Dr. Malik in his individual capacity.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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