





Item 3.02 Unregistered Sales of Equity Securities

The Company relied upon the exemption provided by Section 4(a)(2) of the Securities Act of 1933 in connection with sale of the shares described in Section 1.01 of this report. The person who acquired these shares was a sophisticated investor and was provided full information regarding the Company's business and operations. There was no general solicitation in connection with the offer or sale of these securities. The person who acquired these shares acquired them for its own account. The certificates representing the shares will bear a restricted legend providing that they cannot be sold except pursuant to an effective registration statement or an exemption from registration. No commission was paid to any person in connection with the sale of these shares.

Item 1.01 Entry Into a Material Definitive Agreement.

As of August 15, 2017 the Company was indebted to Ergomed, plc for services provided by Ergomed in connection with the Company's Phase III clinical trial. On August 15, 2017 the Company agreed to issue Ergomed 480,000 restricted shares of the Company's common stock in partial payment of the amount the Company owed Ergomed.

Item 9.01 Financial Statements and Exhibits

Exhibit Number Description

10(uuu) Securities Purchase Agreement



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: August 18, 2017  
CEL-SCI CORPORATION

By: /s/Geert Kersten  
Geert Kersten  
Chief Executive Officer