
**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**

Date of Report (Date of earliest event reported): June 8, 2022

AGENUS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-29089
(Commission
File Number)

06-1562417
(I.R.S. Employer
Identification No.)

3 Forbes Road
Lexington, MA 02421
(Address of principal executive offices, including zip code)

(781) 674-4400
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01	AGEN	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Agenus Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”) on June 8, 2022. A total of 193,321,875 shares of common stock, representing 71.5% of the shares outstanding and eligible to vote and constituting a quorum, were present at the Annual Meeting or represented by valid proxies. At the Annual Meeting, the Company’s stockholders voted on the following matters, which are described in detail in the Company’s Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on April 29, 2022: (i) to elect Brian Corvese and Timothy R. Wright as Class I directors, each for a term of three years expiring at the 2025 Annual Meeting of Stockholders (“Proposal 1”); (ii) to approve an amendment to the Company’s Amended and Restated Directors’ Deferred Compensation Plan (as amended) to increase the number of shares of common stock authorized for issuance under such plan from 575,000 to 775,000 (“Proposal 2”); (iii) to approve an amendment to the Company’s 2019 Equity Incentive Plan (as amended) to increase the number of shares of common stock authorized for issuance under such plan from 26,000,000 to 41,000,000 (“Proposal 3”) and; (iv) to ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022 (“Proposal 4”).

The Company’s stockholders elected the Class I director nominees nominated for election in Proposal 1 at the Annual Meeting. The Company’s stockholders voted for the Class I directors as follows:

<u>Class I Director Nominees</u>	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Brian Corvese	127,530,109	0	15,011,647	50,780,119
Timothy R. Wright	97,633,553	0	44,908,203	50,780,119

The Company’s stockholders approved Proposal 2. The votes cast at the Annual Meeting were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
129,695,877	12,531,845	314,034	50,780,119

The Company’s stockholders approved Proposal 3. The votes cast at the Annual Meeting were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
124,429,610	17,823,132	289,014	50,780,119

The Company’s stockholders approved Proposal 4. The votes cast at the Annual Meeting were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
149,449,928	42,874,621	997,326	N/A

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: June 14, 2022

Agenus Inc.

By: /s/ Christine M. Klaskin
Christine M. Klaskin
Vice President, Finance