

---

---

**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): January 12, 2021**

---

**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))

| 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 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As previously reported in March 2020, Dr. Garo H. Armen, Chairman and Chief Executive Officer of Agenus Inc. (“Agenus”), requested to receive his base salary in stock in lieu of cash for the rest of 2020, and the Compensation Committee of Agenus’ Board of Directors (the “Compensation Committee”) authorized the same.

On January 12, 2021, the Compensation Committee authorized Agenus to continue paying Dr. Armen’s base salary in stock, in lieu of cash, through the first half of 2021. Under this arrangement, on each payroll date, Dr. Armen will continue to receive fully-vested stock awards under Agenus’ 2019 Equity Incentive Plan in lieu of his cash salary for the first half of 2021.

**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: January 14, 2021

Agenus Inc.

By: /s/ Evan D. Kearns

Evan D. Kearns

Vice President, General Counsel and Secretary