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

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**Form S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**Agenus Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

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

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

**AGENUS INC. AMENDED AND RESTATED 2019 EQUITY INCENTIVE PLAN**  
**AGENUS INC. 2019 EMPLOYEE STOCK PURCHASE PLAN**  
**AGENUS INC. AMENDED AND RESTATED DIRECTORS' DEFERRED COMPENSATION PLAN**  
(Full title of the plan)

**Garo H. Armen, Ph.D.**  
**Agenus Inc.**  
**3 Forbes Road**  
**Lexington, MA 02421**  
**781-674-4400**

(Name, address and telephone number, including area code, of agent for service)

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*Please send copies of all communications to:*

**Zachary Blume**  
**Ropes & Gray LLP**  
**Prudential Tower**  
**800 Boylston Street**  
**Boston, MA 02199-3600**  
**(617) 951-7000**

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

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## Explanatory Note

This registration statement on Form S-8 is being filed by Agenus Inc. (the “Registrant”) for the purpose of registering shares of the Registrant’s common stock, \$0.01 par value per share (“Common Stock”) issuable under (i) the Registrant’s Amended and Restated 2019 Equity Incentive Plan (the “2019 Plan”), (ii) the Registrant’s 2019 Employee Stock Purchase Plan (the “ESPP”) and (iii) the Registrant’s Amended and Restated Directors’ Deferred Compensation Plan (the “DDCP”).

The Registrant’s stockholders approved amendments to (x) the 2019 Plan to increase the number of shares of Common Stock issuable pursuant to the 2019 Plan at each of the Registrant’s Annual Meeting of Stockholders on June 15, 2021 (the “2021 Annual Meeting”) and the Annual Meeting of Stockholders on June 8, 2022 (the “2022 Annual Meeting”), (y) the ESPP to increase the number of shares issuable pursuant to the ESPP at the 2021 Annual Meeting; and (z) the DDCP to increase the number of shares issuable pursuant to the DDCP at the Registrant’s Annual Meeting of Stockholders on June 16, 2020 and the 2022 Annual Meeting.

Pursuant to General Instruction E to Form S-8, this registration statement incorporates by reference the contents of the registration statements on Form S-8, File Nos. 333-233100, 333-233097, 333-228271, 333-209074, 333-183067, 333-176609, 333-160088, 333-143807 and 333-106072, filed by the Registrant on [August 7, 2019](#), [August 7, 2019](#), [November 8, 2018](#), [January 21, 2016](#), [August 3, 2012](#), [September 1, 2011](#), [June 19, 2009](#), [June 15, 2007](#) and [June 12, 2003](#), respectively, relating to the 2019 Plan, the ESPP and the DDCP.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8 Exhibits.

<u>Exhibit</u>	<u>Description</u>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Antigenics Inc. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 0-29089) filed on June 10, 2002 and incorporated herein by reference.</u></a>
4.2	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Antigenics Inc. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 000-29089) filed on June 11, 2007 and incorporated herein by reference.</u></a>
4.3	<a href="#"><u>Certificate of Ownership and Merger changing the name of the corporation to Agenus Inc. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 0-29089) filed on January 6, 2011 and incorporated herein by reference.</u></a>
4.4	<a href="#"><u>Certificate of Second Amendment to the Amended and Restated Certificate of Incorporation of Agenus Inc. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 0-29089) filed on September 30, 2011 and incorporated herein by reference.</u></a>
4.5	<a href="#"><u>Certificate of Third Amendment to the Amended and Restated Certificate of Incorporation of Agenus Inc. Filed as Exhibit 3.1.4 to the Registrant's Quarterly Report on Form 10-Q (File No. 0-29089) filed on August 8, 2012 and incorporated herein by reference.</u></a>
4.6	<a href="#"><u>Certificate of Fourth Amendment to the Amended and Restated Certificate of Incorporation of Agenus Inc. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 0-29089) filed on April 25, 2014 and incorporated herein by reference.</u></a>
4.7	<a href="#"><u>Certificate of Fifth Amendment to the Amended and Restated Certificate of Incorporation of Agenus Inc. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 0-29089) filed on June 16, 2016 and incorporated herein by reference.</u></a>
4.8	<a href="#"><u>Certificate of Sixth Amendment to the Amended and Restated Certificate of Incorporation of Agenus Inc. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 0-29089) filed on June 24, 2019 and incorporated herein by reference.</u></a>
4.9	<a href="#"><u>Certificate of Seventh Amendment to the Amended and Restated Certificate of Incorporation of Agenus Inc. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 0-29089) filed on August 5, 2022 and incorporated herein by reference.</u></a>
4.10	<a href="#"><u>Sixth Amended and Restated By-laws of Agenus Inc. Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 0-29089) filed on March 25, 2022 and incorporated herein by reference.</u></a>
4.11	<a href="#"><u>Form of Common Stock Certificate. Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 0-29089) filed January 6, 2011 and incorporated herein by reference.</u></a>
5.1	<a href="#"><u>Opinion of Ropes &amp; Gray LLP dated August 11, 2022. Filed herewith.</u></a>
23.1	<a href="#"><u>Consent of Ropes &amp; Gray LLP (included in Opinion filed as Exhibit 5.1).</u></a>
23.2	<a href="#"><u>Consent of KPMG LLP, Independent Registered Public Accounting Firm. Filed herewith.</u></a>
24.1	<a href="#"><u>Power of Attorney (included on signature page of this registration statement).</u></a>
99.1	<a href="#"><u>Agenus Inc. Amended and Restated Directors' Deferred Compensation Plan. Filed as Appendix B to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 26, 2018 and incorporated herein by reference.</u></a>
99.2	<a href="#"><u>Amendment to Agenus Inc. Amended and Restated Directors' Deferred Compensation Plan. Filed as Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 28, 2020 and incorporated herein by reference.</u></a>
99.3	<a href="#"><u>Amendment to Agenus Inc. Amended and Restated Directors' Deferred Compensation Plan. Filed as Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 29, 2022 and incorporated herein by reference.</u></a>
99.4	<a href="#"><u>Agenus Inc. 2019 Employee Stock Purchase Plan. Filed as Exhibit 4.11 to the Registrant's Registration Statement on Form S-8 (File No. 333-233100) filed on August 7, 2019 and incorporated herein by reference.</u></a>
99.5	<a href="#"><u>Amendment to the Agenus Inc. 2019 Employee Stock Purchase Plan. Filed as Appendix B to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 30, 2021 and incorporated herein by reference.</u></a>
99.6	<a href="#"><u>Agenus Inc. Amended and Restated 2019 Equity Incentive Plan. Filed as Appendix B to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 29, 2022 and incorporated herein by reference.</u></a>
107	<a href="#"><u>Filing Fee Table. Filed Herewith</u></a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Lexington, Commonwealth of Massachusetts, on this 11th day of August, 2022.

AGENUS INC.

By: /s/ Garo H. Armen, Ph.D.

Garo H. Armen, Ph.D.

Chief Executive Officer and Chairman of the Board

## POWER OF ATTORNEY

We, the undersigned officers and directors of Agenus Inc., hereby severally constitute and appoint Garo Armen and Christine M. Klaskin, and each of them singly, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including any post-effective amendments thereto), and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated below on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Garo H. Armen, Ph.D.</u> Garo H. Armen, Ph.D.	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	August 11, 2022
<u>/s/ Christine M. Klaskin</u> Christine M. Klaskin	Vice President, Finance (Principal Financial and Accounting Officer)	August 11, 2022
<u>/s/ Brian Corvese</u> Brian Corvese	Director	August 11, 2022
<u>/s/ Allison Jeynes-Ellis</u> Allison Jeynes-Ellis	Director	August 11, 2022
<u>/s/ Wadih Jordan</u> Wadih Jordan	Director	August 11, 2022
<u>/s/ Ulf Wiinberg</u> Ulf Wiinberg	Director	August 11, 2022
<u>/s/ Timothy R. Wright</u> Timothy R. Wright	Director	August 11, 2022
<u>/s/ Susan Hirsch</u> Susan Hirsch	Director	August 11, 2022



ROPES & GRAY LLP  
PRUDENTIAL TOWER  
800 BOYLSTON STREET  
BOSTON, MA 02199-3600  
WWW.ROPESGRAY.COM

Exhibit 5.1

August 11, 2022

Agenus Inc.  
3 Forbes Road  
Lexington, MA 02421

Re: Registration of Securities by Agenus Inc.

Ladies and Gentlemen:

We have acted as counsel to Agenus Inc., a Delaware corporation (the “Company”), in connection with the registration statement on Form S-8 (the “Registration Statement”) filed by the Company on the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), for the registration of 26,220,688 shares of Common Stock, \$0.01 par value, of the Company (the “Shares”). 25,775,420 of the Shares are issuable under the Company’s 2019 Equity Incentive Plan (the “2019 EIP”), 95,268 of the Shares are issuable under the Company’s 2019 Employee Stock Purchase Plan (the “2019 ESPP”) and 350,000 of the Shares are issuable under the Company’s Amended and Restated Directors’ Deferred Compensation Plan (together with the 2019 EIP and the 2019 ESPP, the “Plans”).

We are familiar with the actions taken by the Company in connection with the adoption of the Plans. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our reports dated March 1, 2022, with respect to the consolidated financial statements of Agenus Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Boston, Massachusetts  
August 11, 2022

## Calculation of Filing Fee Tables

### Form S-8 (Form Type)

### Agenus Inc. (Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.01 par value per share	Rules 457(c) and 457(h)	12,555,583 <sup>(2)</sup>	\$3.23 <sup>(3)</sup>	\$40,554,533	0.0000927	\$3,759
Equity	Common stock, \$0.01 par value per share	Rules 457(c) and 457(h)	13,219,837 <sup>(4)</sup>	\$2.52 <sup>(5)</sup>	\$33,313,989	0.0000927	\$3,088
Equity	Common stock, \$0.01 par value per share	Rules 457(c) and 457(h)	95,268 <sup>(6)</sup>	\$2.52 <sup>(5)</sup>	\$240,075	0.0000927	\$22
Equity	Common stock, \$0.01 par value per share	Rules 457(c) and 457(h)	350,000 <sup>(7)</sup>	\$2.52 <sup>(5)</sup>	\$882,000	0.0000927	\$82
Total Offering Amounts						\$74,990,598	\$6,952
Total Fee Offsets <sup>(8)</sup>							—
Net Fee Due							\$6,952

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (“Registration Statement”) shall also cover any additional shares of the common stock of Agenus Inc. (the “Registrant”) that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents shares of Common Stock reserved for issuance upon exercise or settlement of awards pursuant to under the Registrant’s Amended and Restated 2019 Equity Incentive Plan (the “EIP”) and that are outstanding as of the date of this Registration Statement.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act of 1933. For the shares of Common Stock reserved for issuance upon the exercise of outstanding awards granted under the EIP, the Proposed Maximum Offering Price Per Unit is \$3.23, which is the weighted average exercise price (rounded to the nearest cent) of the outstanding awards under the EIP.
- (4) Represents shares of Common Stock reserved for issuance under the EIP.
- (5) Estimated solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated on the basis of the average of the high (\$2.66) and low (\$2.37) sale prices per share of the common stock on the Nasdaq Capital Market as of August 9, 2022, which is a date within five business days prior to filing this Registration Statement.
- (6) Represents shares of Common Stock reserved for issuance under the Registrant’s 2019 Employee Stock Purchase Plan (the “ESPP”).
- (7) Represents shares of Common Stock reserved for issuance under the Registrant’s Amended and Restated Directors’ Deferred Compensation Plan (the “DDCP”).
- (8) The Registrant does not have any fee off-sets.