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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Agenus Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

00847G705

(CUSIP Number)

December 31, 2020

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

Incyte Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

14,062,227*

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH**

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

14,062,227*

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,062,227

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.4%*

12. TYPE OF REPORTING PERSON (see instructions)

CO

*See footnotes to Item 4 below.

- Item 1(a)** Name of Issuer:
Agenus Inc. (“Agenus”)
- Item 1(b)** Address of Issuer’s Principal Executive Offices:
3 Forbes Road
Lexington, MA 02421
- Item 2(a)** Name of Person Filing:
Incyte Corporation (“Incyte”)
- Item 2(b)** Address of the Principal Business Office or, if none, Residence:
1801 Augustine Cut-Off, Wilmington, DE 19803
- Item 2(c)** Citizenship:
Delaware
- Item 2(d)** Title of Class of Securities:
common stock, \$0.01 par value per share (“Common Stock”)
- Item 2(e)** CUSIP Number:
00847G705
- Item 3.** **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
Not applicable
- Item 4. Ownership**
- (a) Amount beneficially owned: 14,062,227 shares
 - (b) Percent of class: 7.4%(1)
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 14,062,227 shares
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 14,062,227 shares
 - (iv) Shared power to dispose or to direct the disposition of: 0
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- (1) The ownership percentage of Incyte has been calculated on the basis of 190,149,301 shares of Common Stock outstanding as of November 5, 2020, as reported by Agenus in Form 10-Q filed by Agenus with the Securities and Exchange Commission on November 9, 2020.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2021

INCYTE CORPORATION

By: _____ /s/ Maria E. Pasquale
Maria E. Pasquale
Executive Vice President and General Counsel
