

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ARMEN GARO H</u>  (Last) (First) (Middle) <u>C/O AGENUS INC.</u> <u>3 FORBES ROAD</u>  (Street) <u>LEXINGTON MA 02421</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AGENUS INC [ AGEN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	02/12/2021		A		2,445	A	\$4.64 <sup>(2)</sup>	439,481	D	
Common Stock								125,969	I	See footnote. <sup>(3)</sup>
Common Stock								700,000	I	See footnote. <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- As previously reported in the Current Report on Form 8-K filed with the Securities and Exchange Commission on January 14, 2021, Garo H. Armen's salary is being paid in stock, in lieu of cash, for the first half of 2021. The amount reported herein represents the net amount of Dr. Armen's salary for the pay period ending February 12, 2021. Such shares are issued in accordance with the Agenus Inc. 2019 Equity Incentive Plan as are fully vested on the date of issuance.
- \$4.64 is the closing price of our Common Stock on February 12, 2021, the payroll date for the pay period ending February 12, 2021.
- Shares are held in Dr. Armen's IRA accounts.
- Dr. Armen is trustee and has investment authority for the Garo Armen 2020 2 Year AG GRAT holder of 600,000 shares of our Common Stock. Dr. Armen is general partner in Pixie Partners, a General Partnership ("Pixie"), which as of the date of this report owns 100,000 shares of our Common Stock. Dr. Armen has a pecuniary interest in only a portion of the shares held by Pixie and disclaims beneficial ownership to the extent of his pecuniary interest therein.

/s/Evan D. Keams, as  
Attorney-in-Fact for Garo H. Armen     02/12/2021

\*\* Signature of Reporting Person     Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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