

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>Wright Timothy</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 Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/16/2021</u> | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/16/2021 | | M | | 16,853 ⁽¹⁾ | A | (1) | 50,391 | D | |

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 | | | | |
| Restricted Stock Unit | (2) | 06/16/2021 | | A | | 12,000 ⁽²⁾ | (2) | (2) | Common Stock | 12,000 | (2) | 12,000 | D | |
| Stock Option ⁽³⁾ | \$5 | 06/16/2021 | | A | | 20,501 | 06/16/2022 | 06/16/2031 | Common Stock | 20,501 | \$0.00 | 20,501 | D | |

Explanation of Responses:

- On June 16, 2020, Mr. Wright was granted 16,853 Restricted Stock Units as part of his annual compensation for service on the Executive Committee of the Agenus Inc. Board of Directors. On June 16, 2021, this award vested in full and Mr. Wright was issued the underlying 16,853 shares of common stock, all in accordance with the Agenus Inc. 2019 Equity Incentive Plan.
- On June 16, 2021, Mr. Wright was granted 12,000 Restricted Stock Units as part of his annual compensation for service on the Executive Committee of the Agenus Inc. Board of Directors. in accordance with the Agenus Inc. 2019 Equity Incentive Plan. The award vests in full on June 16, 2022, subject to Mr. Wright's continued service on the Board of Directors through such date.
- Option awarded in accordance with the Agenus Inc. 2019 Equity Incentive Plan.

Remarks:

/s/Adam Krauss, as Attorney-in-Fact for Timothy R. Wright 06/21/2021

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.