
**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): August 27, 2020

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))

Securities registered or to be registered pursuant to Section 12(b) of the Act.

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.

On August 27, 2020, the Board of Directors (the “Board”) of Agenus Inc. (the “Company”) elected Paul N. Clark to become a director of the Company. Mr. Clark was elected as a Class III director with an initial term that expires at the Company’s annual meeting of stockholders in 2021, and he will serve on the Executive Committee of the Board (the “Executive Committee”).

Mr. Clark has significant experience in the pharmaceutical and biotechnology industries including considerable experience as a public company director. Mr. Clark has served as a director of Keysight Technologies, Inc. since its inception in 2014, as lead director since November 2019, and he currently chairs its Nominating and Corporate Governance Committee. Mr. Clark has also served as a director of Agilent Technologies, Inc. since 2006, and he currently chairs its Audit and Finance Committee. Mr. Clark was a Strategic Advisory Board member of Genstar Capital LLC (“Genstar”) from August 2007 to December 2016 and was an Operating Partner from August 2007 to January 2013. Genstar is a middle market private equity firm which focuses on investments in selected segments of life sciences and healthcare services, industrial technology, business services and software. Prior to that, Mr. Clark was the Chief Executive Officer and President of ICOS Corporation, a biotherapeutics company, from June 1999 to January 2007, and the Chairman of the Board of Directors of ICOS from February 2000 to January 2007. From 1984 to December 1998, Mr. Clark worked in various capacities for Abbott Laboratories, a health care products manufacturer, retiring from Abbott Laboratories as Executive Vice President and a board member. His previous experience included senior positions with Marion Laboratories, a pharmaceutical company, and Sandoz Pharmaceuticals (now Novartis Corporation), a pharmaceutical company. Mr. Clark received a Bachelor of Arts degree in finance from the University of Alabama and a Masters in Business Administration from Dartmouth College. The Board has deemed that Mr. Clark is a highly qualified candidate to serve on the Board.

In connection with his election to the Board, Mr. Clark was granted an option to purchase 100,000 shares of the Company’s common stock pursuant to the Company’s 2019 Equity Incentive Plan and the Company’s non-employee director compensation program. The option has a per-share exercise price equal to the closing price of the Company’s common stock on the Nasdaq Capital Market on the date of grant and a 10-year term, and it vests over three years in equal annual installments (provided Mr. Clark maintains a service relationship with the Company through each such vesting date). In connection with his appointment to the Executive Committee, Mr. Clark was also granted a restricted stock unit award for 11,786 shares of the Company’s common stock, which vests entirely on the one-year anniversary of the grant date. As a non-employee director, Mr. Clark will also receive cash and additional equity compensation paid by the Company pursuant to its non-employee director compensation program. There are no arrangements or understandings between Mr. Clark and any other person pursuant to which Mr. Clark was selected as a director, and there are no transactions between Mr. Clark and the Company that would require disclosure under Item 404(a) of Regulation S-K.

On August 31, 2020, the Company issued a press release announcing Mr. Clark’s appointment to the Board. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by Agenus Inc. dated August 31, 2020
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: August 31, 2020

AGENUS INC.

By: /s/ Evan D. Kearns
Evan D. Kearns
VP, General Counsel and Secretary

Paul Clark Joins Agenus Board of Directors

LEXINGTON, Mass., August 31, 2020 /PRNewswire/ — Agenus Inc. (NASDAQ: AGEN), an immuno-oncology company with an extensive pipeline of checkpoint antibodies, cell therapy, adjuvants, and vaccines designed to activate immune response to cancers and infections, today announced the election of Mr. Paul Clark to Agenus' Board of Directors.

"I am delighted to welcome Paul Clark to our Board at this timely point as we prepare for the commercial launch of our first IO antibodies," said Garo Armen, PhD, Chairman and CEO of Agenus. "Paul's broad experience and success in pharmaceutical and biotech companies, which includes the development and the launch of multiple commercial products, as CEO and senior management, will be invaluable to Agenus as we transition into a commercial company with a very deep pipeline."

"I am pleased to be part of the exciting future of Agenus," said Paul Clark. "Agenus has multiple clinical candidates showing promising results, lead programs advancing to BLA in the near-term, and a pipeline of innovation that have the potential to provide important benefit to patients with cancer."

Paul has over 30 years of experience in the pharmaceutical and biotechnology industry including President and CEO of ICOS and Executive Vice President and board member at Abbott Laboratories. Paul has board appointments at multiple technology, life sciences, and software companies, including Keysight Technologies and Agilent Technologies. Paul has also served on the strategic advisory board and as an operating partner of Genstar Capital, a middle market private equity firm which focuses on investments in selected segments of life sciences and healthcare services. Paul received his MBA from Dartmouth College, Amos Tuck School and his BS in Finance from the University of Alabama.

About Agenus

Agenus is a clinical-stage immuno-oncology company focused on the discovery and development of therapies that engage the body's immune system to fight cancer. The Company's vision is to expand the patient populations benefiting from cancer immunotherapy by pursuing combination approaches that leverage a broad repertoire of antibody therapeutics, adoptive cell therapies (through its AgenTus Therapeutics subsidiary), and proprietary cancer vaccine platforms. The Company is equipped with a suite of antibody discovery platforms and a state-of-the-art GMP manufacturing facility with the capacity to support clinical programs. Agenus is headquartered in Lexington, MA. For more information, please visit www.agenusbio.com and our Twitter handle @agenus_bio. Information that may be important to investors will be routinely posted on our website and twitter.

Agenus Forward-Looking Statements

This press release contains forward-looking statements that are made pursuant to the safe harbor provisions of the federal securities laws, including statements regarding our planned BLA filings and commercialization plans. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially. These risks and uncertainties include, among others, the factors described under the Risk Factors section of our most recent Quarterly Report on Form 10-Q or Annual Report on Form 10-K filed with the Securities and Exchange Commission. Agenus cautions investors not to place considerable reliance on the forward-looking statements contained in this release. These statements speak only as of the date of this press release, and Agenus undertakes no obligation to update or revise the statements, other than to the extent required by law. All forward-looking statements are expressly qualified in their entirety by this cautionary statement.

Contact:

Agenus Inc.
Jennifer Buell, PhD
781-674-4420
Jennifer.Buell@agenusbio.com