

OMB APPROVAL	
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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

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>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) <p style="text-align: center;">Chairman and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/05/2023</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 ⁽¹⁾	01/05/2023		A		241,383	A	\$2.45 ⁽²⁾	1,249,167	D	
Common Stock								125,969	I	See Footnote ⁽³⁾
Common Stock								579,000	I	See Footnote ⁽⁴⁾

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	Title	Amount or Number of Shares				
Stock Option	\$2.45	01/05/2023		A		2,400,000		(5)	01/05/2033	Common Stock	2,400,000	\$0.00	2,400,000	D	

Explanation of Responses:

- Reflects the executive's 2022 performance bonus award paid in Agenus Stock. The stock issued is fully-vested on the date of issuance but is subject to a lockup restriction with 50% of the award released on March 24, 2023 and 50% of the award released on June 24, 2023.
- \$2.45 was the fair market value of Agenus Common Stock on January 5, 2023, the stock issuance date.
- 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 479,000 shares of our Common Stock. Dr. Armen is a 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.
- Option was granted on January 5, 2023 and awarded in accordance with the 2019 Plan. Option vests over a three-year period, with one-third of the options vesting on the one-year anniversary of the grant date, with the remainder vesting in equal quarterly installments thereafter.

Remarks:

/s/ Christine Klaskin, as attorney-in-fact for Garo H. Armen 01/09/2023

** 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.