

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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., 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>08/28/2020</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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 08/28/2020 | | A | | 3,452 | A | \$4.28 ⁽²⁾ | 325,841 | D | |
| Common Stock | | | | | | | | 125,969 | I | See footnote. ⁽³⁾ |
| Common Stock | | | | | | | | 863,046 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| | | | | | | | | | | | | | |

Explanation of Responses:

- As previously reported in Current Report on Form 8-K filed with the Securities and Exchange Commission on March 30, 2020, Garo H. Armen's salary is being paid in stock, in lieu of cash, for the balance of 2020. The amount reported herein represents the net amount of Dr. Armen's salary for the pay period ending August 28, 2020. Such shares are issued in accordance with the Agenus Inc. 2019 Equity Incentive Plan and are fully vested on the date of issuance.
- \$4.28 is the closing price of our Common Stock on August 28, 2020, the payroll date for the pay period ending August 28, 2020.
- Shares are held in Dr. Armen's IRA accounts.
- Dr. Armen is trustee and has investment authority for the Garo Armen 2018 2 Year AG GRAT holder of 159,000 shares of our Common Stock and for the Garo Armen 2020 2 Year AG GRAT holder of 600,000 shares of our Common Stock. Dr. Armen is Chairman of the Board of Managers and a member of Antigenics LLC ("Antigenics") which as of the date of this report owns 4,046 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 Antigenics and Pixie and disclaims beneficial ownership to the extent of his pecuniary interest therein.

/s/Evan D. Kearns, as
Attorney-in-Fact for Garo H. Armen 08/28/2020

** 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.