
**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 4, 2022

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 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 5.03 Amendments to Articles of Incorporation or Bylaws

On August 5, 2022, Agenus Inc. (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to its Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) with the Secretary of State of the State of Delaware to increase the number of authorized shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), from 400,000,000 shares to 800,000,000 shares. As discussed below, on the day prior, the Company’s stockholders approved a proposal to amend the Certificate of Incorporation in accordance with the Certificate of Amendment at a special meeting of stockholders of the Company (the “Special Meeting”). The Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Special Meeting was held on August 4, 2022. The final voting results of the Special Meeting are as follows:

Proposal 1: Approval of the Certificate of Amendment to the Certificate of Incorporation to increase the number of authorized shares of the Common Stock from 400,000,000 to 800,000,000.

In accordance with the results below, Proposal 1 was approved.

For	Against	Abstain	Broker Non-Votes
173,447,837	28,448,854	698,341	0

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

3.1 [Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Agenus Inc.](#)

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 5, 2022

Agenus Inc.

By: /s/ Christine M. Klaskin
Christine M. Klaskin
Vice President, Finance

AGENUS INC.
CERTIFICATE OF SEVENTH AMENDMENT
TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

AGENUS INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Agenus Inc. (the "Corporation"). The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 10, 1999 (the "Certificate of Incorporation"). The Certificate of Incorporation was amended and restated on June 7, 2002 (the "Restated Certificate"), which was further amended on June 15, 2007 by a Certificate of Amendment (the "First Amendment"), which was further amended on January 5, 2011 by a Certificate of Ownership and Merger (the "Name Change Amendment"), which was further amended on September 30, 2011 by a Certificate of Second Amendment (the "Second Amendment"), which was further amended on June 15, 2012 by a Certificate of Third Amendment (the "Third Amendment"), which was further amended on April 24, 2014 by a Certificate of Fourth Amendment (the "Fourth Amendment"), which was further amended on June 14, 2016 by a Certificate of Fifth Amendment (the "Fifth Amendment"), and which was further amended on June 21, 2019 by a Certificate of Sixth Amendment (the "Sixth Amendment") (the Restated Certificate, as amended by the First Amendment, the Name Change Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment, the Fifth Amendment, and the Sixth Amendment, the "Amended Certificate"). This Certificate of Seventh Amendment (the "Seventh Amendment") amends certain provisions of the Amended Certificate, and has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

2. The Board of Directors of the Corporation has duly adopted a resolution, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth the following amendment to the Amended Certificate, and declaring the Seventh Amendment to be advisable.

3. This Seventh Amendment was duly adopted by the vote of the stockholders holding the requisite number of shares of outstanding stock of the Corporation entitled to vote thereon in accordance with the provisions of Sections 216 and 242 of the General Corporation Law of the State of Delaware.

4. The first sentence of the first paragraph of Article Fourth of the Amended Certificate is hereby amended to read as follows:

"FIFTH: The Corporation shall be authorized to issue eight hundred and five million (805,000,000) shares of capital stock, which shall be divided into eight hundred million (800,000,000) shares of Common Stock, par value \$0.01 per share, and five million (5,000,000) shares of Preferred Stock, par value \$0.01 per share."

5. This Seventh Amendment shall be effective as of August 5, 2022 in accordance with the provisions of Section 103(d) of the General Corporation Law of the State of Delaware.

6. Except as set forth in this Seventh Amendment, the Restated Certificate remains in full force and effect.

IN WITNESS WHEREOF, the undersigned has duly executed this Seventh Amendment in the name of and on behalf of the Corporation on this 5th day of August, 2022.

AGENUS INC.

By: /s/ Garo H. Armen

Name: Garo H. Armen

Title: Chief Executive Office