CEL SCI CORP Form 4 August 21, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

CEL SCI CORP [cvm]

(Month/Day/Year)

Filed(Month/Day/Year)

3.

08/19/2014

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Print or Type Responses)

1. Name and Address of Reporting Person * KERSTEN GEERT R

(First) (Middle) (Last)

(Street)

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(Month/Day/Year)

Execution Date, if TransactionAcquired (A) or

Symbol

Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

(A)

Following

Reported Transaction(s) Code V Amount (D) Price

(Instr. 3 and 4)

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

_X__ Director

Applicable Line)

X_ Officer (give title

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securit (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Executive Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Convertible Note	\$ 4	08/19/2014		G		276,014		08/19/2014	07/06/2015	Common Stock	276
Warrants	\$ 4	08/19/2014		G		164,824		08/19/2014	12/24/2014	Common Stock	164
Warrants	\$ 5	08/19/2014		G		184,930		08/19/2014	01/06/2015	Common Stock	184

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
KERSTEN GEERT R								
	X		Chief Executive Officer					

Signatures

Geert Kersten 08/21/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

Mr. Kersten is the trustee and one of the beneficiaries of a trust which, on August 19, 2014, received the following by assignment from Maximilian de Clara: (1) a promissory note in the principal amount of \$1,104,056 which is convertible into shares of the Company common stock at a conversion price of \$4.00 per share; (2) warrants which allow the trust to purchase up to 164,824 shares of the Company common stock at a price of \$4.00 per share at any time prior to December 24, 2014; and (3) warrants which allow the trust to purchase up to 184,930 shares of the Company common stock at a price of \$5.00 per share at any time prior to January 6, 2015. Mr. de Clara is the President and a director of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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