

ANTIGENICS INC /DE/
Form 8-K
April 10, 2008

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

April 8, 2008

Date of Report (Date of earliest event reported)

ANTIGENICS INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction)

000-29089
(Commission File Number)

06-1562417
(IRS Employer)

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of incorporation)

Identification No.)

162 Fifth Avenue, Suite 900

New York, NY
(Address of principal executive offices)

212-994-8200

10010
(Zip Code)

(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 (see General Instruction A.2. below):

- .. 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))

Item 3.02 Unregistered Sale of Equity Securities

On April 8, 2008 Antigenics Inc. (the Company) entered into a Securities Purchase Agreement (the Agreement) pursuant to which the Company issued and sold to certain investors shares of the Company's common stock and warrants at a price of \$3.00 for each share and warrant sold, for an aggregate purchase price of \$21 million. Under the terms of the Agreement, the investors in the private placement purchased an aggregate of (1) seven million shares of common stock and (2) five-year warrants to purchase, at an exercise price of \$3.75 per share, up to seven million shares of common stock.

The Company has agreed to file a registration statement covering shares issued in the private placement and issuable upon exercise of the warrants.

The Company paid Rodman & Renshaw, as placement agent, a cash placement fee equal to 6% of the aggregate purchase price. The securities were issued in reliance upon the exemptions from the registration under the Securities Act provided by Regulation D and Section 4(2). The securities were issued directly by the registrant and did not involve a public offering or general solicitation. The investors in the private placement are Accredited Investors as that term is defined in Rule 501 of Regulation D.

A copy of the press release issued in connection with the private placement is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

4.1 Form of Warrant

10.1 Securities Purchase Agreement dated April 8, 2008

99.1 Press Release dated April 9, 2008

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: April 10, 2008

ANTIGENICS INC.

By: /s/ Garo H. Armen
Garo H. Armen, Ph.D.
Chairman and Chief Executive Officer

EXHIBIT INDEX

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