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CEL SCI CORP
Form 8-K
May 18, 2012

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): May 18, 2012

CEL-SCI CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------|--------------------------------------|
| Colorado | 0-11503 | 84-0916344 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

8229 Boone Boulevard, Suite 802
Vienna, Virginia 22182

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (703) 506-9460

N/A

(Former name or former address if changed since last report)

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

The annual meeting of Cel-Sci's shareholders was held on May 18, 2012. At the meeting the following persons were elected as directors for the upcoming year:

| Name | Votes For | Votes Withheld |
|------|-----------|----------------|
| ---- | ----- | ----- |

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| | | |
|-----------------------|------------|------------|
| Maximillian de Clara | 40,711,166 | 13,364,662 |
| Geert R. Kersten | 43,034,150 | 11,041,678 |
| Alexander Esterhazy | 43,461,259 | 10,614,569 |
| C. Richard Kinsolving | 43,321,927 | 10,753,901 |
| Peter R. Young | 43,469,014 | 10,606,804 |

At the meeting the following proposals were ratified by the shareholders.

(1) to approve the adoption of CEL-SCI's 2012 Incentive Stock Option Plan which provides that up to 2,000,000 shares of common stock may be issued upon the exercise of options granted pursuant to the Incentive Stock Option Plan;

(2) to approve the adoption of CEL-SCI's 2012 Non-Qualified Stock Option Plan which provides that up to 2,000,000 shares of common stock may be issued upon the exercise of options granted pursuant to the Non-Qualified Stock Option Plan;

(3) to approve the adoption of CEL-SCI's 2012 Stock Bonus Plan which provides that up to 2,000,000 shares of common stock may be issued to persons granted stock bonuses pursuant to the Stock Bonus Plan;

(4) to approve an amendment to CEL-SCI's Stock Compensation Plan to provide for the issuance of up to 2,000,000 additional restricted shares of common stock to CEL-SCI's directors, officers, employees and consultants for services provided to the Company;

(5) to approve an amendment to CEL-SCI's Articles of Incorporation such that CEL-SCI would be authorized to issue up to 600,000,000 shares of common stock; and

(6) to ratify the appointment of BDO USA, LLP as CEL-SCI's independent registered public accounting firm for the fiscal year ending September 30, 2012;

The following is a tabulation of votes cast with respect to these proposals:

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| Proposal | Votes | | | Broker Non-Votes |
|----------|-------------|------------|-----------|---------------------|
| | For | Against | Abstain | |
| 1. | 34,334,889 | 17,870,888 | 1,870,051 | 144,600,620 |
| 2. | 33,247,537 | 18,884,175 | 1,944,116 | 144,600,620 |
| 3. | 33,228,273 | 18,723,305 | 2,124,250 | 144,600,620 |
| 4. | 33,925,060 | 19,503,873 | 646,895 | 144,600,620 |
| 5. | 132,422,994 | 64,026,281 | 2,025,860 | 201,313 |
| 6. | 182,961,813 | 12,820,921 | 2,893,714 | 0 |

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SIGNATURES

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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: May 18, 2012

CEL-SCI CORPORATION

By: /s/ Geert Kersten

Geert Kersten, Chief Executive Officer