

Kearns Evan
Form 3
July 13, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

^ Kearns Evan

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/12/2018

3. Issuer Name **and** Ticker or Trading Symbol
AGENUS INC [AGEN]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
VP, General Counsel

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

AGENUS INC.,^ 3 FORBES
ROAK

(Street)

LEXINGTON,^ MA^ 02421

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

12,915

D

^

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option, Right to buy	10/06/2016 ⁽¹⁾	10/06/2024	Common Stock	18,750	\$ 2.85	D	Â
Stock Option, Right to buy	05/12/2015 ⁽²⁾	02/12/2025	Common Stock	5,833	\$ 5.04	D	Â
Stock Option, Right to buy	03/31/2017 ⁽³⁾	03/31/2026	Common Stock	20,000	\$ 4.16	D	Â
Stock Option, Right to buy	03/31/2018 ⁽⁴⁾	03/31/2027	Common Stock	25,000	\$ 3.77	D	Â
Stock Option, Right to buy	03/02/2019 ⁽⁵⁾	03/02/2028	Common Stock	45,000	\$ 5.65	D	Â
Stock Option, Right to buy	07/12/2019 ⁽⁶⁾	07/12/2028	Common Stock	50,000	\$ 2.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kearns Evan AGENUS INC. 3 FORBES ROAK LEXINGTON,Â MAA 02421	Â	Â	Â VP, General Counsel	Â

Signatures

Christine M. Klaskin, by Power of Attorney

07/13/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- (1) Options awarded in accordance with the Agenesis Inc. Amended and Restated 2009 Equity Incentive Plan and vests in 6,250 shares in annual installments beginning October 6, 2016.
- (2) Options awarded in accordance with the Agenesis Inc. Amended and Restated 2009 Equity Incentive Plan and vests in 12 equal quarterly installments beginning May 12, 2015.
- (3) Options awarded in accordance with the Agenesis Inc. Amended and Restated 2009 Equity Incentive Plan and vests in three years with one-third vesting on March 31, 2017 and the balance in equal quarterly installments thereafter.
- (4) Options awarded in accordance with the Agenesis Inc. Amended and Restated 2009 Equity Incentive Plan and vests one-third on the one-year anniversary of the grant date, March 31, 2017, with the balance vesting in equal quarterly installments thereafter.
- (5) Options granted March 2, 2018 subject to shareholder approval, which was obtained at the Company's annual shareholder meeting on June 20, 2018. Options awarded in accordance with the Agenesis Inc. Amended and Restated 2009 Equity Incentive Plan, and vests over three years with one-third vesting on March 2, 2019 and the balance vesting in equal quarterly installments thereafter.
- (6) Options awarded in accordance with the Agenesis Inc. Amended and Restated 2009 Equity Incentive plan and vests over three years with one-third of the award vesting on the one-year anniversary of the grant date and the balance vesting in equal quarterly installments

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thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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