

AGENUS INC  
Form 8-K  
October 17, 2011

**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) **October 17, 2011**

**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**  
(IRS Employer Identification No.)

**3 Forbes Road**  
**Lexington, MA**  
(Address of principal executive offices)

**02421**  
(Zip Code)

Registrant's telephone number, including area code: **781-674-4400**

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

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))

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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

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On October 17, 2011, Agenus Inc. received notice from the NASDAQ Listing Qualifications Panel that the Company has regained compliance with the \$1.00 bid price requirement set forth in NASDAQ Listing Rule 5550(a)(2) and otherwise satisfies all requirements for continued listing on The NASDAQ Capital Market. Accordingly, the matter is now closed.

The full text of the press release issued in connection with the announcement is being filed as Exhibit 99.1 to this current report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed herewith:

99.1 Press Release dated October 17, 2011

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AGENUS INC.**

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(Registrant)

*/s/ GARO H. ARMEN*

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**October 17, 2011**

(Date)

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Garro H. Armen  
*Chief Executive Officer*

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**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>        |
|--------------------|--------------------------------------|
| 99.1               | Press Release dated October 17, 2011 |