

AGENUS INC  
Form 4  
June 16, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ballantyne Charles Evan

(Last) (First) (Middle)  
27 HEARTHSTONE ROAD  
(Street)

HOPKINTON, MA 01748

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/14/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
CFO

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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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	An or Nu of 3
(1)	\$ 4.16	06/14/2016	A	75,000					03/31/2017	03/31/2026	Common Stock	75
(2)	(2)	06/14/2016	A	14,000					03/31/2019	03/31/2019	Common Stock	14

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ballantyne Charles Evan 27 HEARTHSTONE ROAD HOPKINTON, MA 01748			CFO	

## Signatures

Christine M. Klaskin, by Power of Attorney 06/16/2016

\*\*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).

(1) Option was granted on March 31, 2016 subject to shareholder approval, which was obtained at the Company's annual shareholder meeting on June 14, 2016. Option awarded in accordance with the Agenus Inc. Amended and Restated 2009 Equity Incentive Plan, and vests over three years with one-third of the award vesting on March 31, 2017 and the balance vesting in equal quarterly installments thereafter.

(2) Award was granted on March 31, 2016 subject to shareholder approval, which was obtained at the Company's annual shareholder meeting on June 14, 2016. RSU awarded in accordance with the Agenus Inc. Amended and Restated 2009 Equity Incentive Plan, and is eligible to vest in a single installment on March 31, 2019 based upon Company stock price performance. Amount shown reflects the target award. The ultimate award size can range between 50% and 150% of the target based on the actual average stock price achieved.

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.