

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Kearns Evan | | (Month/Day/Year) | AGENUS INC [AGEN] | |
| (Last) | (First) | 07/12/2018 | | |
| AGENUS INC., 3 FORBES ROAK | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| LEXINGTON, MA 02421 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, General Counsel | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

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)

Persons who respond to the collection of 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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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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, MA 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 Agenus 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 Agenus 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 Agenus 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 Agenus 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 Agenus 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 Agenus 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. 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.