

AGENUS INC

Form 4

January 13, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
QVT Associates GP LLC

(Last) (First) (Middle)

1177 AVENUE OF THE
AMERICAS, 9TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	01/09/2015		S		20,000	D	\$ 5.55	9,239,260	I	Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P.
Common Stock, \$0.01 par value	01/09/2015		S		143,900	D	\$ 5.3	9,095,360	I	Through QVT Fund IV LP, QVT Fund V LP and

Common Stock, \$0.01 par value	01/09/2015	S	146,394	D	\$ 5.27	8,948,966	I	Quintessence Fund L.P.
Common Stock, \$0.01 par value	01/09/2015	S	53,606	D	\$ 5.21	8,895,360	I	Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P.
Common Stock, \$0.01 par value	01/09/2015	S	400,000	D	\$ 5.62	8,495,360	I	Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P.
Common Stock, \$0.01 par value	01/09/2015	S	215,000	D	\$ 5.19	8,280,360	I	Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P.
Common Stock, \$0.01 par value	01/09/2015	S	856,920	D	\$ 5.18	7,423,440	I	Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P.
Common Stock, \$0.01 par value	01/09/2015	S	43,080	D	\$ 5.57	7,380,360	I	Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P.
Common Stock, \$0.01 par	01/09/2015	S	100,000	D	\$ 5.2	7,280,360	I	Through QVT Fund IV LP, QVT

value									Fund V LP and Quintessence Fund L.P.
Common Stock, \$0.01 par value	01/09/2015	S	50,000	D	\$ 5.44	7,230,360	I		Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P.
Common Stock, \$0.01 par value	01/09/2015	S	89,800	D	\$ 5.49	7,140,560	I		Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P.
Common Stock, \$0.01 par value	01/09/2015	S	100,000	D	\$ 5.35	7,040,560	I		Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P.
Common Stock, \$0.01 par value	01/09/2015	S	83,100	D	\$ 5.31	6,957,460	I		Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P.
Common Stock, \$0.01 par value	01/09/2015	S	41,830	D	\$ 5.33	6,915,630	I		Through QVT Fund IV LP, QVT Fund V LP and Quintessence Fund L.P.

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

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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
QVT Associates GP LLC 1177 AVENUE OF THE AMERICAS, 9TH FLOOR NEW YORK, NY 10036	X
QVT Fund V LP 1177 AVENUE OF THE AMERICAS, 9TH FLOOR NEW YORK, NY 10036	X

Signatures

/s/ Tracy Fu, Managing
Member 01/13/2015

__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).

Remarks:

On January 9, 2015, Quintessence Fund L.P. sold 216,080 shares of Common Stock, QVT Fund IV LP sold 302,334 shares of

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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