

AGENUS INC  
Form 424B3  
June 17, 2011

Filed Pursuant to Rule 424(b)(3) and Rule 424(c)

Registration No. 333-156556

June 17, 2011

**PROSPECTUS SUPPLEMENT NO. 43**

**5,929,212 SHARES OF COMMON STOCK**

**AGENUS INC.**

This prospectus supplement amends the prospectus dated March 18, 2009 (as supplemented on April 15, 2009, April 17, 2009, April 22, 2009, April 27, 2009, May 4, 2009, May 11, 2009, May 27, 2009, June 4, 2009, June 8, 2009, June 9, 2009, June 11, 2009, June 15, 2009, July 7, 2009, July 15, 2009, August 3, 2009, August 5, 2009, September 11, 2009, September 18, 2009, November 12, 2009, January 5, 2010, March 1, 2010, March 25, 2010, April 26, 2010, May 11, 2010, May 18, 2010, July 23, 2010, August 9, 2010, August 25, 2010, November 3, 2010, November 10, 2010, December 30, 2010, January 7, 2011, January 14, 2011, January 28, 2011, March 1, 2011, March 8, 2011, March 18, 2011, April 18, 2011, May 5, 2011, May 9, 2011, and June 8, 2011) that relates to the issuance of up to 5,929,212 shares of our common stock, par value \$0.01 per share (common stock), issuable upon the conversion of 5,250 shares of Series B2 Convertible Preferred Stock, par value \$0.01 per share (Series B2 Convertible Preferred Stock). If the shares of Series B2 Convertible Preferred Stock are converted through payment of cash consideration, if at all, we will receive the cash from such conversion.

This prospectus supplement is being filed to include the information set forth in the Current Report on Form 8-K filed on June 17, 2011, which is set forth below. This prospectus supplement should be read in conjunction with the prospectus dated March 18, 2009, Prospectus Supplement No. 1 dated April 15, 2009, Prospectus Supplement No. 2 dated April 17, 2009, Prospectus Supplement No. 3 dated April 22, 2009, Prospectus Supplement No. 4 dated April 27, 2009, Prospectus Supplement No. 5 dated May 4, 2009, Prospectus Supplement No. 6 dated May 11, 2009, Prospectus Supplement No. 7 dated May 27, 2009, Prospectus Supplement No. 8 dated June 4, 2009, Prospectus Supplement No. 9 dated June 8, 2009, Prospectus Supplement No. 10 dated June 9, 2009, Prospectus Supplement No. 11 dated June 11, 2009, Prospectus Supplement No. 12 dated June 15, 2009, Prospectus Supplement No. 13 dated July 7, 2009, Prospectus Supplement No. 14 dated July 15, 2009, Prospectus Supplement No. 15 dated August 3, 2009, Prospectus Supplement No. 16 dated August 5, 2009, Prospectus Supplement No. 17 dated September 11, 2009, Prospectus Supplement No. 18 dated September 18, 2009, Prospectus Supplement No. 19 dated November 12, 2009, Prospectus Supplement No. 20 dated January 5, 2010, Prospectus Supplement No. 21 dated March 1, 2010, Prospectus Supplement No. 23 dated March 25, 2010, Prospectus Supplement No. 24 dated April 26, 2010, Prospectus Supplement No. 25 dated May 11, 2010, Prospectus Supplement No. 26 dated May 18, 2010, Prospectus Supplement No. 27 dated July 23, 2010, Prospectus Supplement No. 28 dated August 9, 2010, Prospectus Supplement No. 29 dated August 25, 2010, Prospectus Supplement No. 30 dated November 3, 2010, Prospectus Supplement No. 31 dated November 10, 2010, Prospectus Supplement No. 32 dated December 30, 2010, Prospectus Supplement No. 33 dated January 7, 2011, Prospectus Supplement No. 34 dated January 14, 2011, Prospectus Supplement No. 35 dated January 28, 2011, Prospectus Supplement No. 36 dated March 1, 2011, Prospectus Supplement No. 37 dated March 8, 2011, Prospectus Supplement No. 38 dated March 18, 2011, Prospectus Supplement No. 39 dated April 18, 2011, Prospectus Supplement No. 40 dated May 5, 2011, Prospectus Supplement No. 41 dated May 9, 2011, and Prospectus Supplement No. 42 dated June 8, 2011, which are to be delivered with this prospectus supplement.

Our common stock is quoted on The NASDAQ Capital Market (NASDAQ) under the ticker symbol AGEN. On June 15, 2011, the last reported closing price per share of our common stock was \$0.82 per share.

**Investing in our securities involves a high degree of risk. Before investing in any of our securities, you should read the discussion of material risks in investing in our common stock. See Risk Factors on page 1 of the prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

**THE DATE OF THIS PROSPECTUS SUPPLEMENT NO. 43 IS JUNE 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**

**June 15, 2011**

**Date of Report (Date of earliest event reported)**

**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.)**

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**3 Forbes Road**

**Lexington, MA**  
(Address of principal executive offices)

**781-674-4400**

**02421**  
(Zip Code)

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- ☐ 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Agenus Inc., a Delaware corporation (the "Company"), held its Annual Meeting of Stockholders on June 15, 2011 (the "Annual Meeting"). At the Annual Meeting, the stockholders approved Amendment No. 5 to the Company's Directors' Deferred Compensation Plan, as amended ("Amendment No. 5") to increase the number of the Company's common stock available for issuance under the Directors' Deferred Compensation Plan from 450,000 shares to 750,000 shares. A more complete description of Amendment No. 5 is contained in the Proxy Statement dated May 3, 2011.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

A total of 82,865,560 shares of common stock, representing 73.11% of the shares outstanding and eligible to vote and constituting a quorum, were represented in person or by valid proxies at the Annual Meeting. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting as set forth in the Proxy Statement dated May 3, 2011 are as follows:

To elect the following nominees to the Board of Directors:

| Nominee           | Total Vote FOR | Total Vote WITHHELD |
|-------------------|----------------|---------------------|
| Gar H. Armen, PhD | 21,703,169     | 3,004,702           |
| Tom Dechaene      | 21,708,164     | 2,999,707           |
| John Hatsopoulos  | 18,963,213     | 5,744,658           |

All of the nominees received a plurality of the votes cast by stockholders entitled to vote thereon and, therefore, Dr. Garo H. Armen, Mr. Tom Dechaene and Mr. John Hatsopoulos were elected to the Board of Directors for terms of three years. In addition, the terms of office of the other members of the Board of Directors, Mr. Brian Corvese, Mr. Wadih Jordan, Dr. Hyam I. Levitsky, Mr. Timothy Rothwell, and Mr. Timothy Wright, continued after the meeting.

To approve an amendment to our Amended and Restated Certificate of Incorporation to effect a reverse stock split of our common stock at the discretion of the Board of Directors:

| Total Vote FOR | Total Vote AGAINST | Total Vote ABSTAIN |
|----------------|--------------------|--------------------|
| 68,633,156     | 13,928,906         | 303,498            |

To amend our Directors' Deferred Compensation Plan (as Amended) to increase the number of shares authorized for issuance under such plan:

| Total Vote FOR | Total Vote AGAINST | Total Vote ABSTAIN |
|----------------|--------------------|--------------------|
| 19,875,811     | 4,515,366          | 316,694            |

To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011:

| Total Vote FOR | Total Vote AGAINST | Total Vote ABSTAIN |
|----------------|--------------------|--------------------|
| 79,329,303     | 3,037,493          | 498,764            |

To hold an advisory vote on the compensation of the Company's named executive officers:

| Total Vote FOR | Total Vote AGAINST | Total Vote ABSTAIN |
|----------------|--------------------|--------------------|
| 23,057,879     | 1,273,026          | 376,966            |

To hold an advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers:

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| Total Vote 1 Year | Total Vote 2 Years | Total Vote 3 Years | Total Vote ABSTAIN |
|-------------------|--------------------|--------------------|--------------------|
| 6,878,058         | 316,353            | 17,205,485         | 307,975            |

**SIGNATURES**

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

**AGENUS INC.**

Date: June 17, 2011

By: /s/ Garo H. Armen  
Garo H. Armen  
Chief Executive Officer