

ANTIGENICS INC /DE/  
Form 10-Q/A  
November 10, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q/A**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended September 30, 2008

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission File Number: 000-29089

**Antigenics Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of

**06-1562417**  
(I.R.S. Employer

incorporation or organization)

Identification No.)

**162 Fifth Avenue, Suite 900, New York, New York 10010**

(Address of principal executive offices, including zip code)

**(212) 994-8200**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Number of shares outstanding of the registrant's Common Stock as of October 31, 2008: 66,270,710 shares.

**EXPLANATORY NOTE**

The purpose of this amendment on Form 10-Q/A to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2008 is to: (1) properly reference a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Antigenics Inc. (the Company), and (2) file the Third Amended and Restated By-laws of the Company.

**PART II. OTHER INFORMATION**

**Item 5. Other Events**

During the quarter ended September 30, 2008, we failed to file a Form 8-K to disclose the adoption of an amendment to our by-laws. The amendment provides, among other things, that a meeting of stockholders may be conducted by means of remote communication and notices to stockholders and directors may be given in writing or by electronic transmission. The amendment also modifies the advance notice provisions for stockholder proposals.

**Item 6. Exhibits**

The Exhibits listed in the Exhibit Index are included in this amendment on Form 10-Q/A to our Quarterly Report on Form 10-Q.

**ANTIGENICS INC.**

**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 thereunto duly authorized.

ANTIGENICS INC.

/s/ SHALINI SHARP  
Shalini Sharp  
*Chief Financial Officer*

Date: November 10, 2008

**EXHIBIT INDEX**

**Exhibit No. Description**

- 3.1 Amended and Restated Certificate of Incorporation of Antigenics Inc. filed as Exhibit 3.1 to our Current Report on Form 8-K (File No. 0-29089) dated June 10, 2002 and incorporated herein by reference.
- 3.1.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation of Antigenics Inc. filed as Exhibit 3.1 to our Current Report on Form 8-K (File No. 0-29089) dated June 11, 2007 and incorporated herein by reference.
- 3.2 Third Amended and Restated By-laws of Antigenics Inc. Filed herewith.
- 31.1 Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended. Filed herewith.
- 31.2 Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended. Filed herewith.
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Furnished herewith.