

AGENUS INC  
Form SC 13G  
February 12, 2013

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Agenus Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

00847G705  
(CUSIP Number)

August 11, 2011  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Larry N. Feinberg

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

SHARES 385,806  
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 966,399  
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 385,806  
SHARED DISPOSITIVE POWER

WITH: 8

966,399

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,352,205

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.44%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Oracle Partners, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0  
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 966,399  
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0  
SHARED DISPOSITIVE POWER

WITH: 8

966,399

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

966,399

10

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.89%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Oracle Associates, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0  
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 966,399  
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0  
SHARED DISPOSITIVE POWER

WITH: 8

966,399

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

966,399

10

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.89%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

Item 1(a). Name of Issuer:

Agenus Inc., a Delaware corporation (the "Issuer").

**Item1(b). Address of Issuer's Principal Executive Offices:**

3 Forbes Road, Lexington, MA 02421.

**Item2(a). Name of Filing Person:**

This statement is filed by:

(i) Mr. Larry N. Feinberg ("Mr. Feinberg"), who serves as the senior managing member of Oracle Associates (as defined herein). Mr. Feinberg directly owns individually certain shares of Common Stock and may be deemed to indirectly beneficially own shares of Common Stock, by virtue of the foregoing relationship, directly or indirectly beneficially owned by Oracle Associates;

(ii) Oracle Partners, L.P., a Delaware limited partnership ("Oracle Partners"), with respect to shares of Common Stock directly owned by it; and

(iii) Oracle Associates, LLC, a Delaware limited liability company ("Oracle Associates"), which serves as the general partner of Oracle Partners, with respect to shares of Common Stock directly owned by Oracle Partners.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

**Item2(b). Address of Principal Business Office or, if none, Residence:**

The address of the principal business office of the Reporting Persons is 200 Greenwich Avenue, 3rd Floor, Greenwich, Connecticut 06830.



**Item2(c). Citizenship:**

Mr. Feinberg is a citizen of the United States of America. Oracle Partners and Oracle Associates are organized under the laws of the state of Delaware.

**Item2(d). Title of Class of Securities:**

Common Stock, \$0.01 par value (the "Common Stock")

**Item2(e). CUSIP Number:**

00847G705

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in section 3(a)(6) of the Act.
- (c)  Insurance company as defined in section 3(a)(19) of the Act.
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.
- (j)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_

**Item 4. Ownership:**

The percentage of shares owned is based upon the 24,871,945 shares of the Issuer's Common Stock issued and outstanding as of November 2, 2012, as set forth in the Issuer's most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, filed with the Securities and Exchange Commission on November 7, 2012.

The beneficial ownership of the Reporting Persons is set forth below. This filing and any future amendments hereto shall not be considered an admission that any Reporting Person is a beneficial owner of shares beneficially owned by

any other Reporting Person named herein.

A. Larry Feinberg

(a) Amount beneficially owned: 1,352,205

(b) Percent of class: 5.44%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 385,806

- (ii) Shared power to vote or direct the vote: 966,399
- (iii) Sole power to dispose or direct the disposition: 385,806
- (iv) Shared power to dispose or direct the disposition: 966,399

B.

Oracle Associates, LLC

- (a) Amount beneficially owned: 966,399
- (b) Percent of class: 3.89%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 966,399
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 966,399

D. Oracle Partners, LP

- (a) Amount beneficially owned: 966,399
- (b) Percent of class: 3.89%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 966,399
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 966,399

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following  $\square$ .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:**

Not applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2013

/s/ Larry Feinberg  
Larry Feinberg,  
Individually

ORACLE  
ASSOCIATES, LLC

By: /s/ Larry Feinberg  
Larry Feinberg,  
Managing Member

ORACLE  
PARTNERS, LP  
By: ORACLE  
ASSOCIATES, LLC,  
its general partner

By: /s/ Larry Feinberg  
Larry Feinberg,  
Managing Member

Exhibit Index

99.1 Joint Filing Agreement, dated February 11, 2013, by and among, Oracle Associates, LLC, Oracle Partners, LP, and Larry Feinberg.