

ANTIGENICS INC /DE/  
Form PRE 14A  
April 09, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14A**

(RULE 14a-101)

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**ANTIGENICS INC.**

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*(Name of Registrant as Specified in Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)*

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule, and the date of its filing.

(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**ANTIGENICS INC.**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

- Date** June 10, 2009
- Time** 5:00 p.m., Eastern Time
- Place** Antigenics Inc., 3 Forbes Road, Lexington, Massachusetts 02421
- Webcast** Go to <http://www.antigenics.com/investors> starting at 5:00 p.m., Eastern Time on June 10, 2009. The webcast will be archived on our website until June 10, 2010.
- Proposals**
1. Proposal to elect Wadih Jordan and Hyam Levitsky as directors, each for a term of three years expiring in 2012.
  2. Proposal to approve 2009 Equity Incentive Plan.
  3. Proposal to approve 2009 Employee Stock Purchase Plan.
  4. Proposal to approve an amendment to our Amended and Restated Certificate of Incorporation to effect a one for ten reverse stock split of the Company's common stock at the discretion of the Board of Directors.
  5. Proposal to amend 1999 Equity Incentive Plan (as amended) and approve 2009 Option Exchange Plan.
  6. Proposal to approve an amendment to our Directors' Deferred Compensation Plan (as amended) to increase the number of shares authorized for issuance.
  7. Proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009.
  8. Consider any other business as may properly come before the 2009 Annual Meeting or any postponement or adjournment of the meeting.

**Record**

- Date** You are entitled to vote if you were a stockholder of record on April 13, 2009.
- A list of stockholders entitled to vote will be open for examination by any stockholder for any purpose germane to the 2009 Annual Meeting of Stockholders for ten days before the meeting during ordinary business hours at our principal offices at 3 Forbes Road, Lexington, Massachusetts 02421.

**It is important that your shares be represented at the 2009 Annual Meeting of Stockholders. Therefore, whether or not you plan to attend the meeting, please complete your proxy and return it to us. If you attend the meeting and wish to vote in person, your proxy will not be used. Many stockholders can vote their shares over the internet or by telephone. Instructions for internet or telephonic voting are also printed on your proxy card.**

We are pleased to take advantage of Securities and Exchange Commission rules that allow us to furnish these proxy materials and our Annual Report on Form 10-K to stockholders on the internet. We believe that posting these materials on the internet enables us to provide stockholders with the information that they need more quickly, while lowering our costs of printing and delivery and reducing the environmental impact of our annual meetings of stockholders.

By order of the Board of Directors,

Karen Higgins Valentine, *Secretary*

Proxy Material Mailing Date: [ ], 2009

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**ANTIGENICS INC.**

3 Forbes Road

Lexington, Massachusetts

Telephone: (781) 674-4400

**PROXY STATEMENT**

This proxy statement contains information about the 2009 Annual Meeting of Stockholders of Antigenics Inc. (the 2009 Annual Meeting ), including any postponements or adjournments of the meeting. The 2009 Annual Meeting will be held at Antigenics Inc., 3 Forbes Road, Lexington, Massachusetts 02421 on June 10, 2009 at 5:00 p.m., Eastern Time.

In this proxy statement, we refer to Antigenics Inc. as Antigenics, us or the Company.

In accordance with the e-proxy rules approved by the Securities and Exchange Commission ( SEC ) and in connection with the solicitation of proxies by our Board of Directors, we first sent a Notice of Internet Availability of Proxy Materials on or about [ ], 2009 and provided access to our proxy materials (consisting of this proxy statement, our Annual Report on Form 10-K for the year ended December 31, 2008 and a form of proxy) over the internet, beginning on [ ], 2009, to each stockholder entitled to vote at the 2009 Annual Meeting. We first sent stockholders full sets of our proxy materials (consisting of this proxy statement, our Annual Report on Form 10-K for the year ended December 31, 2008 and a form of proxy) on or about [ ], 2009.

**Our Annual Report on Form 10-K for the year ended December 31, 2008 is available on the Investors section of our corporate website at <http://www.antigenics.com/investors> and through the SEC s EDGAR system at <http://www.sec.gov>. To request a printed copy of our Annual Report on Form 10-K, which we will provide to you without charge, write to Investor Relations, Antigenics Inc., 3 Forbes Road, Lexington, MA 02421. No material on our website is part of this proxy statement.**

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**VOTING PROCEDURES**

**YOUR VOTE IS IMPORTANT. PLEASE TAKE THE TIME TO VOTE.** Most stockholders have a choice of voting over the internet, by telephone, by mail using a proxy card, or in person at the 2009 Annual Meeting. Please refer to the proxy card or other voting instructions included with these proxy materials for information on the voting methods available to you. **If you vote over the internet, by telephone, or in person at the 2009 Annual Meeting, you do not need to return your proxy card.**

**Who can vote?**

Each share of our common stock that you owned as of the close of business on April 13, 2009, the record date, entitles you to one vote on each matter to be voted upon at the 2009 Annual Meeting. On the record date, there were [ ] shares of Antigenics common stock issued, outstanding, and entitled to vote.

**Why did I receive a one-page notice in the mail regarding the internet availability of proxy materials instead of a full set of printed proxy materials?**

Pursuant to the notice and access rules adopted by the SEC, we have elected to provide stockholders access to our proxy materials over the internet. Accordingly, we sent a Notice of Internet Availability of Proxy Materials a ( Notice ) to all of our stockholders as of the record date. The Notice includes instructions on how to access our proxy materials over the internet and how to request a printed copy of these materials. In addition, by following the instructions in the Notice, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our annual meetings of stockholders on the environment. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

**How do I vote?**

**If your shares are registered directly in your name, you may vote:**

**Over the internet.** Go to the website of our tabulator, Broadridge Financial Solutions, Inc. ( Broadridge ), at <http://www.proxyvote.com> and follow the instructions you will find there. You must specify how you want your shares voted or your internet vote cannot be completed and you will receive an error message. Your shares will be voted according to your instructions. If you vote over the internet, your vote must be received by 11:59 p.m. Eastern Time on June 9, 2009.

**By telephone.** Dial 1-800-690-6903 using any touch-tone telephone and follow the instructions. Your shares will be voted according to your instructions. If you vote over the telephone, your vote must be received by 11:59 p.m. Eastern Time on June 9, 2009.

**By mail.** Complete and sign the enclosed proxy and mail it in the enclosed postage prepaid envelope to Antigenics Inc., c/o Broadridge, 51 Mercedes Way, Edgewood, NY, 11717. Your shares will be voted according to your instructions. If you do not specify how you want your shares voted, they will be voted as recommended by our Board of Directors.

**In person at the 2009 Annual Meeting.** If you attend the 2009 Annual Meeting in person, you may deliver your completed proxy card in person or you may vote by completing a ballot, which will be available at the meeting.

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**If your shares are held in street name (held for your account by a broker or other nominee), you may provide voting instructions:**

**Over the internet.** You will receive instructions from your broker or other nominee if you are permitted to provide voting instructions over the internet.

**By telephone.** You will receive instructions from your broker or other nominee if you are permitted to provide voting instructions over the telephone.

**By mail.** You will receive instructions from your broker or other nominee explaining how to provide voting instructions.

**In person at the 2009 Annual Meeting.** Contact the broker or other nominee that holds your shares to obtain a broker's proxy card and bring it with you to the 2009 Annual Meeting. **A broker's proxy is not the form of proxy enclosed with this proxy statement. You will not be able to vote shares you hold in street name at the meeting unless you have a proxy from your broker issued in your name giving you the right to vote the shares.**

**If you choose to listen to the webcast, you should vote your shares using one of the methods described above. It is not possible to vote your shares via the webcast.**

**What is the difference between holding shares directly in my name and holding shares in street name ?**

If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, you are considered the stockholder of record. The Notice was sent directly to you by Broadridge on behalf of Antigenics.

If your shares are held for you in an account by a broker, bank or other nominee, you are considered the beneficial owner of shares held in street name. As the beneficial owner, you have the right to direct your broker, bank or nominee how to vote your shares by using the voting instruction card included in the mailing or by following their instructions for voting over the internet or by telephone.

**How can I change**

**my vote?**

**If your shares are registered directly in your name,** you may revoke your proxy and change your vote at any time before the 2009 Annual Meeting. To do this, you must do one of the following:

Vote over the internet as instructed above. Only your latest internet vote is counted.

Vote by telephone as instructed above. Only your latest telephonic vote is counted.

Sign a new proxy and submit it as instructed above.

Attend the 2009 Annual Meeting and vote in person. **Attending the meeting will not revoke your proxy unless you specifically request it.**

**If your shares are held in street name,** you may submit new voting instructions by contacting your broker, bank or nominee. You may also vote in person at the 2009 Annual Meeting if you deliver a legal proxy as described in the answer to the "How do I vote?" question above.



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**Will my shares be**

**voted if I do not**

**return my proxy?**

**If your shares are registered directly in your name**, your shares will not be voted if you do not vote over the internet, by telephone, or return your proxy or vote by ballot at the 2009 Annual Meeting.

**If your shares are held in street name**, your brokerage firm, under certain circumstances, may vote your shares for you if you do not return your proxy. Brokerage firms have authority to vote customers' unvoted shares on some routine matters. If you do not give a proxy to your brokerage firm to vote your shares, your brokerage firm may either: vote your shares on routine matters, or leave your shares unvoted. Proposal 1, to elect two Class III directors, and Proposal 7, to ratify the appointment of KPMG LLP as our independent registered public accounting firm, are considered routine matters. Proposal 2, to approve the 2009 Equity Incentive Plan, Proposal 3 to approve the 2009 Employee Stock Purchase Plan, Proposal 4 to approve the Reverse Stock Split, Proposal 5 to amend the 1999 Equity Incentive Plan (as amended) and approve the 2009 Option Exchange Plan and Proposal 6 to approve an amendment to our Directors' Deferred Compensation Plan (as amended) are considered non-routine matters. Your brokerage firm cannot vote your shares with respect to Proposals 2, 3, 4, 5 or 6 unless they receive your voting instructions. We encourage you to provide voting instructions to your brokerage firm by giving your proxy. This ensures your shares will be voted at the 2009 Annual Meeting according to your instructions. You should receive directions from your brokerage firm about how to submit your proxy to them at the time you receive this proxy statement.

**What does it mean if I receive more than one proxy card?**

It means that you have more than one account, which may be at the transfer agent or brokers. Please vote over the internet or by telephone, or complete and return all proxies for each account to ensure that all of your shares are voted.

**How many shares**

**must be present to**

**hold the 2009**

**Annual Meeting?**

A majority of our outstanding shares of common stock as of the record date must be present at the 2009 Annual Meeting to hold the meeting and conduct business. This is called a quorum. Shares are counted as present at the meeting if the stockholder votes in person or by proxy at the meeting. Shares that are present that vote to abstain or do not vote on one or more of the matters to be voted upon are counted as present for establishing a quorum.

If a quorum is not present, we expect that the 2009 Annual Meeting will be adjourned until we obtain a quorum.

**What vote is required**

**to approve each**

**matter and how are**

**votes counted?**

**Proposal 1 Elect two Class III directors, each for a term of three years.**

The two nominees for director receiving the highest number of votes FOR election will be elected as directors. This is called a plurality. Abstentions are not counted for purposes of electing directors. If your shares are held by your broker in street name and if you do not vote your shares, your brokerage firm has authority to vote your unvoted shares held by the firm on Proposal 1. If the broker does not vote your unvoted shares, there will be no effect on the vote because these broker non-votes are not considered present or represented at the 2009 Annual Meeting and voting on the matter. You may vote FOR all of the nominees, WITHHOLD your vote from all of the nominees or WITHHOLD your vote from any one of the nominees. Votes that are withheld will not be included in the vote tally for the election of directors and will have no effect on the results of the vote.

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**Proposal 2 Approve the 2009 Equity Incentive Plan.**

To approve Proposal 2, stockholders holding a majority of Antigenics common stock present or represented by proxy at the 2009 Annual Meeting and voting on the matter must vote FOR Proposal 2. If your shares are held by your broker in street name and if you do not vote your shares, your brokerage firm does not have the authority to vote your unvoted shares held by the firm on Proposal 2 and there will be no effect on the vote because these broker non-votes are not considered present or represented at the meeting and voting on the matter. If you vote to ABSTAIN on Proposal 2, your shares will not be voted in favor of Proposal 2, will not be counted as votes cast or shares voting on Proposal 2 and will have no effect on the vote.

**Proposal 3 Approve the 2009 Employee Stock Purchase Plan.**

To approve Proposal 3, stockholders holding a majority of Antigenics common stock present or represented by proxy at the 2009 Annual Meeting and voting on the matter must vote FOR Proposal 3. If your shares are held by your broker in street name and if you do not vote your shares, your brokerage firm does not have the authority to vote your unvoted shares held by the firm on Proposal 3 and there will be no effect on the vote because these broker non-votes are not considered present or represented at the meeting and voting on the matter. If you vote to ABSTAIN on Proposal 3, your shares will not be voted in favor of Proposal 3, will not be counted as votes cast or shares voting on Proposal 3 and will have no effect on the vote.

**Proposal 4 Approve the Reverse Stock Split.**

To approve Proposal 4, stockholders holding a majority of the outstanding shares of Antigenics common stock must vote FOR Proposal 4. If your shares are held by your broker in street name and if you do not vote your shares, your brokerage firm does not have the authority to vote your unvoted shares held by the firm on Proposal 4 and will have the same effect as a vote AGAINST the proposal. If you vote to ABSTAIN on Proposal 4, your shares will not be voted in favor of Proposal 4, will not be counted as votes cast or shares voting on Proposal 4 and will have the same effect as a vote AGAINST the proposal.

**Proposal 5 Amend 1999 Equity Incentive Plan (as amended) and approve the 2009 Option Exchange Plan.**

To approve Proposal 5, stockholders holding a majority of Antigenics common stock present or represented by proxy at the 2009 Annual Meeting and voting on the matter must vote FOR Proposal 5. If your shares are held by your broker in street name and if you do not vote your shares, your brokerage firm does not have the authority to vote your unvoted shares held by the firm on Proposal 5 and there will be no effect on the vote because these broker non-votes are not considered present or represented at the meeting and voting on the matter. If you vote to ABSTAIN on Proposal 5, your shares will not be voted in favor of Proposal 5, will not be counted as votes cast or shares voting on Proposal 5 and will have no effect on the vote.

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**Proposal 6 Approve an amendment to our Directors' Deferred Compensation Plan (as amended) to increase the number of shares authorized for issuance.**

To approve Proposal 6, stockholders holding a majority of Antigenics common stock present or represented by proxy at the 2009 Annual Meeting and voting on the matter must vote FOR Proposal 6. If your shares are held by your broker in street name and if you do not vote your shares, your brokerage firm does not have the authority to vote your unvoted shares held by the firm on Proposal 6 and there will be no effect on the vote because these broker non-votes are not considered present or represented at the meeting and voting on the matter. If you vote to ABSTAIN on Proposal 6, your shares will not be voted in favor of Proposal 6, will not be counted as votes cast or shares voting on Proposal 6 and will have no effect on the vote.

**Proposal 7 Ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009.**

**How does the Board**

Our Board of Directors recommends that you vote:

**of Directors recommend that I vote?**

FOR Proposal 1 elect two directors, each for a term of three years.

FOR Proposal 2 approve the 2009 Equity Incentive Plan.

FOR Proposal 3 approve the 2009 Employee Stock Purchase Plan.

FOR Proposal 4 approve an amendment to our Amended and Restated Certificate of Incorporation to effect a one for ten reverse stock split of the Company's common stock at the discretion of the Board of Directors.

FOR Proposal 5 approve an amendment to the 1999 Equity Incentive Plan (as amended) and approve the 2009 Option Exchange Plan.

FOR Proposal 6 approve an amendment to our Directors' Deferred Compensation Plan (as amended) to increase the number of shares authorized for issuance.

FOR Proposal 7 ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009.

**Are there other matters**

We do not know of any other matters that may come before the 2009 Annual Meeting. If any other matters are properly presented to the meeting, the persons named in the accompanying proxy intend to vote, or otherwise act, in accordance with their judgment.

**to be voted on at the**

**2009 Annual Meeting?**

**Where do I find the  
voting results of the**

**2009 Annual Meeting?**

We will announce preliminary voting results at the 2009 Annual Meeting. We will publish final results in our Quarterly Report on Form 10-Q for the second quarter of 2009, which we are required to file with the SEC by August 10, 2009. To request a printed copy of the Quarterly Report on Form 10-Q, write to Investor Relations, Antigenics Inc., 3 Forbes Road, Lexington, MA 02421, or e-mail Investor Relations at [IR@antigenics.com](mailto:IR@antigenics.com). You will also be able to find a copy on the internet through our website at <http://www.antigenics.com/investors> or through the SEC's electronic data system called EDGAR at <http://www.sec.gov>. No material on our website is part of this proxy statement.

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<b>Who bears the costs of soliciting these proxies?</b>	We will bear the costs of soliciting proxies. In addition to the mailing of these proxy materials, our directors, officers, and employees may solicit proxies by telephone, e-mail and in person, without additional compensation. We reserve the right to retain other outside agencies for the purpose of soliciting proxies. Upon request, we will also reimburse brokerage houses and other custodians, nominees, and fiduciaries for their reasonable out-of-pocket expenses for distributing proxy materials to stockholders.
<b>How can I receive future proxy statements and annual reports over the internet instead of receiving printed copies in the mail?</b>	This proxy statement and our Annual Report on Form 10-K for the year ended December 31, 2008 are available on our website at <a href="http://www.antigenics.com/investors">http://www.antigenics.com/investors</a> . Most stockholders can elect to view future proxy statements and annual reports over the internet instead of receiving printed copies in the mail. If you are a stockholder of record, you can choose this option when you vote over the internet and save us the cost of producing and mailing these documents. If you are a stockholder of record and choose to view future proxy statements and annual reports over the internet, you will receive a proxy card in the mail next year with instructions containing the internet address to access those documents. Your election to receive proxy materials by email will remain in effect until you terminate it. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. If your shares are held through a broker or other nominee, you should check the information provided by them for instructions on how to elect to view future proxy statements and annual reports over the internet. No material on our website is part of this proxy statement.

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**PROPOSAL 1 ELECTION OF DIRECTORS**

*The Board of Directors, upon recommendation of our Corporate Governance and Nominating Committee, has nominated the two people listed below for election as Class III directors. Each nominee currently serves as a Class III director.*

Our Board of Directors (the Board) is divided into three classes. One class is elected each year and members of each class hold office for three-year terms. The Board currently is fixed at eight members and consists of eight members. Peter Thornton, formerly a Class I Director, retired from the Board on December 15, 2008. Three current members are Class III directors, with terms expiring at the 2009 Annual Meeting. Two current members are Class I directors, with terms expiring at the 2010 Annual Meeting of Stockholders. Three current members are Class II directors, with terms expiring at the 2011 Annual Meeting of Stockholders. The Board, upon the recommendation of our Corporate Governance and Nominating Committee, has nominated Wadih Jordan and Hyam Levitsky, two of the current Class III directors, for re-election to a term expiring at the 2012 Annual Meeting of Stockholders. Margaret Eisen, currently a Class III director, will be departing as a director when her term expires at the 2009 Annual Meeting. Ms. Eisen has served as a member of our Board since 2003 and the Board would like to take this opportunity to thank her for her many years of excellent service and dedication to the Company and to wish her continued success in the future.

For more information on nomination of directors, see Corporate Governance and Nominating Committee below in the section entitled Our Corporate Governance Committees of the Board.

The persons named in the enclosed proxy will vote your shares to elect as Class III directors, Wadih Jordan and Hyam Levitsky, the two nominees listed below, unless you indicate on the proxy that your vote should be withheld from any or all of these nominees. If they are elected, Mr. Jordan and Mr. Levitsky will hold office until the 2012 Annual Meeting of Stockholders and until their successors are duly elected and qualified. All of the nominees have indicated their willingness to serve, if elected, but if any of them should be unable or unwilling to serve, proxies may be voted for a substitute nominee designated by the Board.

There are no family relationships between or among any of our executive officers, directors or nominees for directors.

Below are the names and certain information about each member of the Board, including the nominees for election as Class III directors:

**NOMINEES FOR CLASS III DIRECTORS TERMS TO EXPIRE IN 2012**

*Wadih Jordan*

Age: 74

President of NearEast

Pharma

*Director since 2003*

*Compensation Committee*

*(Chair)*

Mr. Jordan is President of NearEast Pharma, a company marketing pharmaceuticals in Near East markets, including Lebanon, Turkey, Saudi Arabia, Egypt and the Gulf countries, and has served in such position since 1996. From 1993 to 1995, Mr. Jordan served as a Vice President of Cyanamid International, a research-based life sciences company, and from 1976 to 1993, Mr. Jordan served as a Managing Director within Cyanamid International. Since December 2005, Mr. Jordan has served as a member of the Board of Directors at Pollex S.A.L., a company that specializes in the distribution and marketing of BASF products in the Middle East and North Africa. Since December 2003, Mr. Jordan has been a trustee of the Board of Directors of the Lebanese American University, located in Beirut, Lebanon, and incorporated under the Board of Regents in New York State. Mr. Jordan received a bachelor's degree in agriculture at the American University of Beirut, Lebanon, and a certificate in international business from Columbia University.

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*Hyam I. Levitsky, M.D.*

Age: 50

Professor, Johns Hopkins

University Medical Center

*Director since 2006*

*(a) Corporate Governance and Nominating Committee*

*(b) Research and Development*

*Committee (Chair)*

**CLASS I DIRECTORS TERMS TO EXPIRE IN 2010**

Dr. Levitsky is Professor of Oncology, Medicine & Urology at The Sidney Kimmel Comprehensive Cancer Center at Johns Hopkins. Dr. Levitsky has been a professor at Johns Hopkins since 1991, and his laboratory research has focused on basic studies of antigen processing and presentation, T-cell co-stimulation, T-cell priming versus tolerance, and the evolution of tumor-specific immunity during immune reconstitution. Dr. Levitsky's work has been translated into the creation of novel therapeutic agents that are being tested in patients with multiple myeloma, acute and chronic myelogenous leukemia, B cell lymphomas, prostate cancer, and lung cancer. His work on manipulating immune reconstitution has led to pivotal trials of tumor vaccines in the context of autologous stem cell transplantation, and he has served as scientific director of the George Santos Bone Marrow Transplant Program at Johns Hopkins. Dr. Levitsky received his undergraduate degree in engineering from the University of Pennsylvania in 1980, and his medical degree from the Johns Hopkins University School of Medicine in 1984. He did his internship and residency in internal medicine at Johns Hopkins Hospital, and his fellowship at the Johns Hopkins Oncology Center.

*Brian Corvese*

Age: 51

President and Founder of

Vencor Capital

*Director since 2007*

*Audit and Finance Committee (Chair)*

Brian Corvese is President and Founder of Vencor Capital, a private equity firm with telecommunications and technology investments in the Middle East and Mediterranean regions. Prior to Vencor, Mr. Corvese worked on investments in the U.S. and global equity markets as a Managing Director and partner at Soros Fund Management, the largest hedge fund in the world at the time. From 1988 to 1996, Mr. Corvese was a partner at Chancellor Capital Management, a \$25 billion money management firm. While at Chancellor, Mr. Corvese was a Portfolio Manager with responsibility for investments made in basic industries, restructurings, and special situations, corporate governance investments, as well as founded and managed his own hedge fund. From 1981 to 1988, Mr. Corvese was with Drexel Burnham Lambert as an equity analyst following the chemical and specialty chemical industries and participated in a significant number of merger and acquisition activities. While at Drexel, Mr. Corvese was a member of the top chemical and specialty chemical research team, as ranked by Institutional Investor. Mr. Corvese currently serves on the Board of Directors of the National Telecommunications Corporation, based in Cairo, Egypt. Mr. Corvese earned degrees in finance and political science from The University of Rhode Island and attended New York University Graduate School.

*Timothy R. Wright*

Age: 51

President of Imaging

Solutions and

Pharmaceutical Products,

Covidien

Mr. Wright is President of the Imaging Solutions and Pharmaceutical Products Sector of Covidien. Covidien is a \$10 billion global leader in medical devices and supplies, diagnostic imaging agents, pharmaceuticals and other healthcare products. Mr. Wright brings to the Antigenics Board 25 years of pharmaceutical industry experience in general management, product development and commercialization as well as business restructuring and transaction experience. From April 2004 to May 2006, Mr. Wright was President and interim CEO of AAI Pharma, a hybrid pharmaceutical, drug delivery/manufacturing, and global clinical research organization. Mr. Wright was also President of Elan Bio-Pharmaceuticals and has held several senior management positions with Cardinal Health Inc. and Dupont Merck Pharmaceutical Company. Mr. Wright has served on several Boards of Directors, including those for AAI Pharma and CeNes Pharmaceuticals. Mr. Wright earned his bachelor's degree from the Ohio State University.

*Director since 2006*

*(a) Compensation Committee*

*(b) Corporate Governance and  
Nominating Committee*

*(c) Research and Development  
Committee*



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**CLASS II DIRECTORS TERMS TO EXPIRE IN 2011**

*Garo H. Armen, Ph.D.*  
 Age: 56  
 Founder, Chairman, and  
 Chief Executive Officer of  
 Antigenics Inc.

Dr. Armen is Chairman and Chief Executive Officer of Antigenics Inc., the biotechnology company he co-founded with Pramod Srivastava in 1994. From mid-2002 through 2004, he was Chairman of the Board of Directors for the biopharmaceutical company Elan Corporation, plc. Dr. Armen currently serves on the Board of Directors of Protogenic Therapeutics, Inc., a privately held biotechnology company. Dr. Armen is also the founder and President of the Children of Armenia Fund, a charitable organization established in 2000 that is dedicated to the positive development of the children and youth of Armenia.

*Director since 1999*

*Tom Dechaene*  
 Age: 48  
 Director, Transics N.V.

Mr. Dechaene is a consultant to various TMT (telecom, media and technology) and life sciences companies. Since 2007, Mr. Dechaene has served on the Board of Directors and is a member of the audit committee of Transics NV, a company listed on NYSE Euronext and which develops and markets fleet management solutions for the transport and logistics sector. Mr. Dechaene was a director of Telindus N.V., listed on Euronext, from 2005 until its acquisition by Belgacom in 2006. Since 2006, Mr. Dechaene has been a director of the Telindus Foundation in the Netherlands. From 2000 to 2002, Mr. Dechaene was the Chief Financial Officer of SurfCast Inc., a software development company. He was with Deutsche Bank from 1991 through 1999, most recently as a director in the principal investments group within the equity capital markets division. Mr. Dechaene holds a law degree from the Central Exam Commission, Belgium; a degree in applied economics from the University of Antwerp; and an MBA from INSEAD, France.

*Director since 1999,*

*Lead Director since 2006*

*(a) Audit and Finance Committee*

*(b) Corporate Governance and  
 Nominating Committee*

*(Chair)*

*John N. Hatsopoulos*  
 Age: 75  
 Chief Executive Officer,  
 American DG Energy Inc.  
 Chief Executive Officer,  
 Tecogen Inc.

Mr. Hatsopoulos is Chief Executive Officer of American DG Energy Inc. Headquartered in Waltham, Massachusetts, American DG Energy is a leading on-site utility offering electricity, heat, hot water, and cooling to commercial, institutional and industrial facilities. Mr. Hatsopoulos is also Chief Executive Officer of Tecogen Inc., a leading manufacturer of natural gas, engine-driven commercial and industrial cooling and cogeneration systems. In addition, Mr. Hatsopoulos is Chairman of GlenRose Instruments Inc., a company that provides radiological and environmental services, as well as managing partner of Alexandros Partners LLC, a financial advisory firm. Mr. Hatsopoulos is one of the founders of Thermo Electron Corp. (currently Thermo Fisher Scientific) and the retired President and Vice Chairman of its Board of Directors. Thermo Fisher Scientific is a leading provider of analytical and monitoring instruments used in a broad range of applications, from life sciences research to telecommunications, food, drug and beverage production. Mr. Hatsopoulos graduated from Athens College in Athens, Greece, in 1953. He holds a BS in history and mathematics from Northeastern University, together with honorary doctorates in business administration from Boston College and Northeastern University. He served on the Board of Directors of the American Stock Exchange from 1994 through 2000 and the AMEX Nominating Committee from 1990 to 1994. He is currently a member of the Board of Directors of TEI BioSciences Inc. and AmericanCare Source Holdings Inc., and a Member of the Corporation for Northeastern University.

*Director since 2007*

*Audit and Finance Committee (as of  
March 12, 2009)*

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***Vote Required***

The two nominees for director receiving the highest number of votes FOR election will be elected as directors. This is called a plurality. Abstentions are not counted for purposes of electing directors. If your shares are held by your broker in street name and if you do not vote your shares, your brokerage firm has authority to vote your unvoted shares held by the firm on Proposal 1. If the broker does not vote your unvoted shares, there will be no effect on the vote because these broker non-votes are not considered present or represented at the 2009 Annual Meeting and voting on the matter. You may vote FOR all of the nominees, WITHHOLD your vote from all of the nominees or WITHHOLD your vote from any one of the nominees. Votes that are withheld will not be included in the vote tally for the election of directors and will have no effect on the results of the vote.

***The Board of Directors recommends a vote FOR Proposal 1.***

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### **OUR CORPORATE GOVERNANCE**

#### ***Our Commitment to Good Corporate Governance***

We believe that good corporate governance and an environment of high ethical standards are important for Antigenics to achieve business success and to create value for our stockholders. Our Board of Directors is committed to high governance standards and to continually working to improve them. We continue to review our corporate governance practices in light of ongoing changes in applicable law and evolving best practices.

#### ***Role of Our Board of Directors***

Our Board of Directors is currently fixed at eight members and consists of eight members. Changes in the Board over the past year include the departure of Peter Thornton, who retired from the Board on December 15, 2008.

The Board monitors overall corporate performance, the integrity of our financial controls, and legal compliance procedures. It elects senior management and oversees succession planning and senior management's performance and compensation. The Board also oversees our short- and long-term strategic and business planning, and reviews with management its business plan, financing plans, budget, and other key financial and business objectives.

Members of the Board keep informed about our business through discussions with the Chief Executive Officer and other members of our senior management team, by reviewing materials provided to them by the Company on a regular basis and in preparation for Board and committee meetings, and by participating in meetings of the Board and its committees. We regularly review key portions of our business with the Board. We introduce our executives and other employees to the Board so that the Board can become familiar with our key talent. Tom Dechaene, our Lead Director, engages with each new Board member to introduce each new member to our Corporate Governance policies and their responsibilities to the Company as a director. Each Board member receives a Board of Directors handbook that provides them with a summary of these practices and policies.

In 2008, the Board met six times. During 2008, each of our directors attended at least 75% of the total number of meetings of the Board held during the period during which the director served and all meetings of committees of the Board on which the director served during the periods the director served. We expect our Board members to attend our annual meetings of stockholders; in 2008 all of our then current Board members attended our annual meeting of stockholders, except for John Hatsopoulos.

#### ***Governance Guidelines***

The Board is guided by our Governance Guidelines. We believe our Governance Guidelines demonstrate our continuing commitment to good corporate governance. The Board reviews these Guidelines from time to time, as needed. The Guidelines are posted on the corporate governance section of our website at <http://www.antigenics.com/investors/governance>. No material on our website is part of this proxy statement.

#### ***Performance of Our Board***

We consider it important to continually evaluate and improve the effectiveness of the Board, its committees and its individual members. We do this in various ways. Each year, the Lead Director surveys the Board members to assess the effectiveness of the Board and its committees. Using these surveys, the Lead Director assesses the Board's performance, and the performance of individual members, and reports his conclusions to the full Board. The assessment also evaluates the Board's effectiveness in reviewing executive management, conducting appropriate oversight and adding value to Antigenics. Each of the Board's standing committees also conducts annual self-evaluations.

At each Board meeting, each Board member has the opportunity to assess the effectiveness of the materials presented and the conduct of the meeting, and to offer suggestions for improvement at future meetings.

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### ***Code of Business Conduct and Ethics***

The Board originally adopted our Code of Business Conduct and Ethics (the Code of Ethics ) in 2003. The Board reviewed, revised, and updated the Code of Ethics most recently in January 2008. The Code of Ethics applies to all members of the Board and all employees of Antigenics, including our Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer or controller, or persons performing similar functions. Our Code of Ethics prohibits the members of the Board and all employees of Antigenics from buying or selling our securities while in possession of material, non-public information about the Company. Our Code of Ethics is posted on the corporate governance section of our website at <http://www.antigenics.com/investors/governance>. No material on our website is part of this proxy statement. We intend to post on our website all disclosures that are required by law or NASDAQ stock market listing standards concerning any amendments to, or waivers from, our Code of Ethics. Stockholders may request a free copy of our Code of Ethics by writing to Investor Relations, Antigenics Inc., 3 Forbes Road, Lexington, MA 02421.

### ***Independence of Directors***

Our Governance Guidelines provide that a substantial majority of the Board as a whole should be composed of independent directors. The Corporate Governance and Nominating Committee annually reviews the independence of the directors, and reports to the Board which directors it recommends that the Board determine are independent, and the Board makes the final determination. The Board takes into account NASDAQ stock market listing standards, applicable laws and regulations, and other factors in making its determinations. The Board has determined that Mr. Corvese, Mr. Dechaene, Ms. Eisen, Mr. Hatsopoulos, Mr. Jordan, Dr. Levitsky, and Mr. Wright are currently independent directors and that Dr. Armen is currently not an independent director.

The Board has reviewed the independence of each director, taking into account potential conflicts of interest, transactions, and other relationships that would reasonably be expected to compromise a director's independence. In performing this review, the Board was provided a summary of information disclosed in director responses to a questionnaire inquiring about, among other things, their relationships (and those of their immediate family members) with us, their affiliations, and other potential conflicts of interest. Dr. Armen is not independent because of his employment as our Chief Executive Officer. In making independence determinations with regard to other directors, the Board considered transactions between us and a director or a director's affiliates and positions a director holds with entities with commercial relationships with us. In particular, with respect to Dr. Levitsky, the Board considered his roles as a consultant and member of the Company's Medical Advisory Committee.

### ***Executive Sessions of Independent Directors***

Directors who are independent under the NASDAQ stock market listing standards typically meet in executive session without management present immediately prior to regularly scheduled Board meetings. Two such meetings were held during 2008.

### ***Lead Director of the Board***

Mr. Dechaene, an independent director, serves as the Lead Director of the Board and as Chair of the Corporate Governance and Nominating Committee. Mr. Dechaene also serves on the Audit and Finance Committee. Mr. Dechaene presides at the executive sessions of the independent directors, acts as the leader of the non-employee directors, and makes himself available to our management on an as needed basis to discuss significant matters.

### ***Committees of the Board***

The Board currently has four standing committees: the Audit and Finance Committee, the Compensation Committee, the Corporate Governance and Nominating Committee, and the Research and Development Committee. The Board also appoints from time to time ad hoc committees to address specific matters.

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### ***Audit and Finance Committee***

***Members:*** ***Meetings in 2008: 8***

***Brian Corvese, Chair***

***Tom Dechaene***

***Margaret M. Eisen***

***John Hatsopoulos***

The Audit and Finance Committee consists entirely of independent directors within the meaning of the NASDAQ stock market listing standards, including the requirements contemplated by Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "1934 Act"). The Board has determined that Brian Corvese, Chair of the Committee, Tom Dechaene, John Hatsopoulos and Margaret M. Eisen each qualify as audit committee financial experts. For the entirety of 2008, the Audit and Finance Committee consisted of three independent directors: Mr. Corvese (Chair), Mr. Dechaene, and Ms. Eisen. Mr. Hatsopoulos joined the Audit and Finance Committee on March 12, 2009.

The Audit and Finance Committee's primary function is to assist the Board in monitoring the integrity of our consolidated financial statements and our system of internal control. The Audit and Finance Committee has direct responsibility for the appointment, independence, and monitoring of the performance of our independent registered public accounting firm. The committee is responsible for pre-approving any engagements of our independent registered public accounting firm. The committee also reviews our risk management practices, strategic tax planning, preparation of quarterly and annual financial reports, and compliance processes.

The Audit and Finance Committee members meet regularly with our independent registered public accounting firm without management present and with members of management in separate private sessions, to discuss any matters that the committee or these individuals believe should be discussed privately with the committee, including any significant issues or disagreements concerning our accounting practices or consolidated financial statements. The committee also meets with our Compliance Officer annually and reviews the Code of Ethics. The committee conducts a meeting each quarter to review the consolidated financial statements prior to the public release of earnings. The Audit and Finance Committee charter is posted on the corporate governance section of our website at <http://www.antigenics.com/investors/governance>. No material on our website is part of this proxy statement. The committee has the authority to engage special legal, accounting or other consultants to advise the committee. Please also see the Report of the Audit and Finance Committee on page 73.

### ***Compensation Committee***

***Members:*** ***Meetings in 2008: 7***

***Wadiah Jordan, Chair***

***Margaret M. Eisen***

***Timothy R. Wright***

During the entirety of 2008, Mr. Jordan, Ms. Eisen, and Mr. Wright were members of our Compensation Committee. Our Compensation Committee consists entirely of independent directors within the meaning of applicable NASDAQ stock market listing standards. The committee's primary responsibilities are to address our executive officers' and key employees' development, retention, and performance and to oversee compensation and benefit matters. It reviews and approves compensation policy for Antigenics to ensure that our compensation strategy supports organizational objectives and stockholder interests, and considers appropriate companies for compensation comparison purposes. The committee determines the compensation of the Chief Executive Officer, and reviews and approves the compensation of all other executive officers and certain key employees. It also reviews and recommends compensation for members of the Board. Additionally, the committee approves and recommends, and suggests material changes to, any employee incentive compensation or retirement plans and any director compensation plans.



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The Compensation Committee utilizes an outside compensation consultant to provide market reference information for compensation and benefit information. The committee has the authority to retain special legal, accounting or other consultants to advise the Committee. The committee also has the authority to delegate to subcommittees any responsibilities of the full committee. Dr. Armen, our Chief Executive Officer, makes recommendations to the committee as to individual compensation actions for the executive officers and certain key employees. The Compensation Committee charter is posted on the corporate governance section of our website at <http://www.antigenics.com/investors/governance>. No material on our website is part of this proxy statement. Please also see the Compensation Discussion and Analysis starting on page 17, and the accompanying Compensation Committee Report on page 28.

***Corporate Governance and Nominating Committee***

***Members:***

***Meetings in 2008: 4***

***Tom Dechaene, Chair***

***Hyam Levitsky, M.D.***

***Timothy R. Wright***

For the entirety of 2008, our Corporate Governance and Nominating Committee consisted of three independent directors: Mr. Dechaene (Chair), Dr. Levitsky, and Mr. Wright. The Corporate Governance and Nominating Committee consists entirely of independent directors within the meaning of applicable NASDAQ stock market listing standards. The Corporate Governance and Nominating Committee is responsible for recommending to the Board policies relating to the conduct of Board affairs, the process for annual evaluation of the Board and the Chief Executive Officer, and issues of corporate public responsibility, and oversees the Company's succession planning. It periodically evaluates the composition of the Board, the contribution of individual directors, and the Board's effectiveness as a whole. The committee reviews the Company's ethics and compliance activities under the Code of Ethics and meets periodically with our Compliance Officer, including meeting, as needed, for a separate private session with the Compliance Officer without management present.

The Corporate Governance and Nominating Committee also recommends to our full Board individuals to serve as directors. The committee recommends to the Board guidelines and criteria for Board membership and reviews with the Board, on a periodic basis, the appropriate skills and characteristics required of Board members in the context of the then current needs of Antigenics. The committee is responsible for reviewing with the Board the appropriate personal characteristics and professional competencies preferred of Board members who are expected to work together as a team to properly oversee our strategies and operations. In general, all directors are expected to possess certain personal characteristics necessary to create a highly functional and collegial Board, which include personal and professional integrity, practical wisdom and mature judgment, an inquisitive and objective perspective, and time availability for performing the duties of a director.

The Board as a group is expected to encompass a range of professional competencies relevant to overseeing our business. These professional competencies include accounting and financial literacy, industry knowledge, medical or scientific knowledge, and management experience. Finally, candidates should be enthusiastic about service on our Board and working collaboratively with existing Board members to create value for all of our stockholders.

The Corporate Governance and Nominating Committee does not have a formal policy with regard to the consideration of director candidates recommended by stockholders because it does not believe such a policy is necessary given that no otherwise unaffiliated stockholder has ever recommended a director candidate. If the committee were to receive a recommendation for a director candidate from a stockholder, however, the committee expects that it would evaluate such a candidate using the criteria described above for evaluating director candidates brought to its attention through other channels. The committee will consider a recommendation only if appropriate biographical information and background material is provided on a timely



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basis, accompanied by a statement as to whether the stockholder or group of stockholders making the recommendation has beneficially owned more than 5% of our common stock for at least one year as of the date that the recommendation is made. To submit a recommendation for a nomination, a stockholder may write to the Lead Director, Antigenics Inc., 3 Forbes Road, Lexington, MA 02421.

In addition, our by-laws permit stockholders to nominate individuals, without any action or recommendation by the committee or the Board, for election as directors at an annual meeting of stockholders. For a description of this by-law provision, see Additional Information on page 74 of this proxy statement. The charter of the Corporate Governance and Nominating Committee is posted on the corporate governance section of our website at <http://www.antigenics.com/investors/governance>. No material on our website is part of this proxy statement.

### ***Research and Development Committee***

#### ***Members:***

***Meetings in 2008: 3***

***Hyam Levitsky, M.D., Chair***

***Peter Thornton***

***Timothy R. Wright***

During the period from January 1, 2008 through December 15, 2008, our Research and Development Committee consisted of Dr. Levitsky and Mr. Thornton. Mr. Thornton retired from the Board on December 15, 2008. Mr. Wright joined the Research and Development Committee on January 15, 2009. The committee reviews important matters involving protection of the Company's intellectual property rights and assets, and provides its perspective on such research and development matters to the full Board of Directors. The charter of the Research and Development Committee is posted on the corporate governance section of our website at <http://www.antigenics.com/investors/governance>. No material on our website is part of this proxy statement.

### ***Communications with the Board***

You may contact the Board or any committee of the Board by writing to Board of Directors (or specified committee), Antigenics Inc., 3 Forbes Road, Lexington, MA 02421, Attn: Lead Director. You should indicate on your correspondence that you are an Antigenics stockholder. Communications will be distributed to the Lead Director, the appropriate committee chairman or other members of the Board or executive management, as appropriate, depending on the facts and circumstances stated in the communication received. Executive management will generally determine the proper response to materials of a commercial nature, which generally will not be forwarded to the Lead Director. Complaints regarding accounting, internal accounting controls, or auditing matters will be forwarded to the Chair of the Audit and Finance Committee, and complaints involving matters governed by the Code of Ethics will be forwarded to the Chair of the Corporate Governance and Nominating Committee and the Compliance Officer.

### ***Compensation Committee Interlocks and Insider Participation***

The members of the Compensation Committee for the year ended December 31, 2008 were Mr. Jordan (Chair), Ms. Eisen, and Mr. Wright. No member of the Compensation Committee was at any time during 2008, or formerly, an officer or employee of Antigenics or any subsidiary of Antigenics. No executive officer of Antigenics has served as a director or member of the compensation committee (or other committee serving an equivalent function) of any other entity while an executive officer of that other entity served as a director of Antigenics or member of our Compensation Committee.

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**COMPENSATION DISCUSSION AND ANALYSIS**

**Overview**

Our executive compensation and