



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

DIVISION OF  
CORPORATION FINANCE

February 27, 2013

Via E-mail

Geert Kersten  
Chief Executive Officer  
CEL-SCI Corporation  
8229 Boone Blvd. #802  
Vienna, Virginia 22182

**Re: CEL-SCI Corporation  
Amendment No. 2 to Preliminary Proxy Statement on Schedule 14A  
Filed February 26, 2013  
File No. 001-11889**

Dear Mr. Kersten:

We have reviewed Amendment No. 2 to your preliminary proxy statement and have the following comment. Please respond to this letter by revising the proxy statement. Where you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing the information you provide in response to our comment, we may have additional comments.

1. We note your revised disclosure in response to our prior comment 1. The text of your revised proposal to approve adoption of the company's amended and restated articles of incorporation indicates that you are removing certain provisions that are unnecessary, outdated or in conflict with Colorado's Business Corporation Act. In particular, you state that you wish to delete the following provisions from your existing articles because the Business Corporation Act adequately covers the subject matter:
  - Article VII – Share Transfer Restrictions;
  - Article X – Indemnification;
  - Article XI – Transactions with Interested Directors; and
  - Article XII – Voting of Shareholders

Please revise your disclosure on pages 30-31 to provide your shareholders with an explanation of what each of these provisions states in the existing article of incorporation and how that differs from what is contained in the relevant sections of the Business Corporation Act.

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You may contact Johnny Gharib at (202) 551-3170, Daniel Greenspan at (202) 551-3623 or me at (202) 551-3715 with any questions.

Sincerely,

/s/ Daniel Greenspan for

Jeffrey P. Riedler  
Assistant Director

cc: Via E-mail  
William T. Hart, Esq.  
Hart & Trinen  
1624 Washington Street  
Denver, Colorado 80203