

CEL-SCI CORPORATION
8229 Boone Blvd., Suite 802
Vienna, Virginia 22182
(703) 506-9460

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD June 12, 2017
(Revised)

To the Shareholders:

Notice is hereby given that the annual meeting of the shareholders of CEL-SCI Corporation ("CEL-SCI") will be held at 4820-C Seton Drive, Baltimore, MD 21215, on June 12, 2017 at 10:30 a.m. local time, for the following purposes:

- (1) to elect the directors who shall constitute CEL-SCI's Board of Directors for the ensuing year;
- (2) to approve the adoption of CEL-SCI's 2017 Non-Qualified Stock Option Plan which provides that up to 20,000,000 shares of common stock may be issued upon the exercise of options granted pursuant to the Plan;
- (3) to approve the adoption of CEL-SCI's 2017 Stock Bonus Plan which provides that up to 4,000,000 shares of common stock may be issued to persons granted stock bonuses pursuant to the Plan;
- (4) subject to the determination of CEL-SCI's directors that a reverse split would be in the best interest of CEL-SCI's shareholders, to approve a reverse split of CEL-SCI's common stock. A condition of the reverse stock split is that the ratio of the reverse split will be determined by CEL-SCI's Board of Directors, provided that, in any case, the reverse split ratio will not be greater than 1 for 25. The Board of Directors may elect not to proceed with a stock split without further action by the shareholders;
- (5) to approve, on a non-binding advisory basis, the compensation of CEL-SCI's executive officers;
- (6) to approve, on a non-binding advisory basis, the frequency of the advisory vote regarding the compensation of CEL-SCI's executive officers;
- (7) to ratify the appointment of BDO USA, LLP as CEL-SCI's independent registered public accounting firm for the fiscal year ending September 30, 2017; and

to transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

April 5, 2017 is the record date for the determination of shareholders entitled to notice of and to vote at the meeting. Shareholders are entitled to one vote for each share held. As of April 5, 2017, there were 216,478,331 outstanding shares of CEL-SCI's common stock.

CEL-SCI CORPORATION

April 28, 2017

Geert R. Kersten, Chief Executive Officer

The Board of Directors solicits the enclosed proxy. Your vote is important no matter how large or small your holdings. To assure your representation at the meeting, please vote promptly.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on June 12, 2017. This Proxy Statement is available at: www.irdirect.net/CVM/sec_filings/

If you need additional copies of this Proxy Statement or the enclosed proxy card, or if you have other questions about the proposals or how to vote your shares, you may contact our proxy solicitor:

ADVANTAGE PROXY
(877) 870-8565 (toll free) or (206) 870-8565 (collect)
Or by email at: ksmith@advantageproxy.com

**PLEASE INDICATE YOUR VOTING INSTRUCTIONS ON THE ATTACHED PROXY CARD,
AND SIGN, DATE AND RETURN THE PROXY CARD, OR VOTE VIA THE INTERNET OR BY TELEPHONE
TO SAVE THE COST OF FURTHER SOLICITATION, PLEASE VOTE PROMPTLY**