## KELLEY BRAD M

Form SC 13D
January 23, 2003

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SECURITIES AND EXCHANGE COMMISSION
        Washington, D.C. 20549
            SCHEDULE 13D/A
            Amendment No. 2
Under the Securities Exchange Act of 1934
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    Name and address of Reporting Person
                            Brad M. Kelley
                    P.O. Box 1355
                    Boca Grande, Fla
                        33921
    ANTIGENICS INC.
        (Name of Issuer)
        COMMON STOCK, \$0.01 PAR VALUE
            (Title of Class of Securities)
                037032-10-9
                    (CUSIP Number)
                DR. Garo H. Armen
                Chairman and Chief Executive Officer
                Antigenics Inc.
                630 Fifth Avenue, Suite 2100
                New York, New York 10111
    (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

JANUARY 23, 2003
(Date of Event which Req

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If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of sec.240.13d-1(e),
240.13d-1(f) or 240.13d-1(g), check the following box.
NOTE: Schedules filed in paper format shall include a signed original and five
copies of the schedule, including all exhibits. See sec. 240.13d-7(b) for other
parties to whom copies are
to be sent.
*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be
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deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("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).

CUSIP No. $\qquad$

1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only) Brad M. Kelley
2) Check the Appropriate Box if a Member of a Group (See Instructions)
a) $N / A$
b) $N / A$
3) SEC Use Only
4) Source of Funds (See Instructions) Not Applicable
5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items $2(d)$ or 2 (e)
6) Citizenship or Place of Organization United States Number of (7) Sole Voting Power 4, 829,140 Shares Beneficially owned (8) Shared Voting Power -0Shares beneficially Owned by (9) Sole Dispositive Power 4, 829,140 Each Reporting person
(10) Shared Dispositive Power -0-

With 11) Aggregate Amount Beneficially Owned by
Each Reporting Person 4,829,140
12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions) $\qquad$
13) Percent of Class Represented by Amount in Row (11) $12.3 \%$
14) Type of Reporting Person (See Instructions) IN

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.

January 23, 2003
Date

Brad M. Kelley
Signature
The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such a person shall be filed with the statement; provided, however,

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that a power of attorney for this purpose which is already on file with the
Commission may be incorporated by
reference. The name and any title of each person
who signs the statement shall be typed or printed beneath his signature.
ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT
CONSTITUTE FEDERAL CRIMINAL VIOLATIONS
    (SEE 18 U.S.C. 1001)
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ITEM 1. SECURITY AND ISSUER
This statement relates to the common stock of Antigenics Inc.
("The Company"). The Company's principal offices are located at
630 Fifth Avenue, Suite 2100 New York, New York 10111.

ITEM 2. IDENTITY AND BACKGROUND

The name of the person filing this statement is Brad M. Kelley, an individual (the "reporting person"). The reporting person's residential address is P.O. Box 1355, 1600 Jean LaFitte, Boca Grande, Florida 33921. He is employed as Chairman of Commonwealth Brands, Inc., 2200 Lapsley Lane, Bowling Green, Kentucky 42103. His telephone number is (270) 781-9100.

During the last five years, the reporting person has not been convicted in a criminal proceeding. During the last five years, the reporting person was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which was or is subject to a judgment, decree final order enjoining future violation of, or prohibiting, or mandatory activities subject to federal or state securities laws of finding any violation with respect to such laws.

The reporting person is a United States citizen.
ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

This schedule 13 D covers $4,829,140$ shares beneficially owned by Kelley
individually. All of the $4,829,140$ shares are beneficially owned by Kelley individually. No shares are held in nominees' name for his benefit. The stock beneficially owned by Kelley individually and through his immediate family was purchased with personal funds beginning August 02, 2002, with the last purchase being made on January 23, 2003.

ITEM 4. PURPOSE OF TRANSACTION
The purpose of the acquisition of the stock beneficially owned by the reporting person and his immediate family is for personal investment. Kelley may acquire additional shares of the stock from time to time in market or private transactions.

The reporting person has no present plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER
Kelley individually beneficially owns 4,829,140 shares of common stock
of the Company, which based on the Company's Supplemental Prospectus
filed January 23, 2003 represents approximately 12.3%
of the outstanding stock with the additional offering as set out in
the Supplemental Prospectus.
Exhibit A attached hereto contains information as to all transactions
in the shares by the Reporting Person in the past 60 days. All
such transactions were made in the open market. No other
transactions in the shares have been effected by the Reporting
Person since such date.
ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDING, OR
    RELATIONSHIP WITH RESPECT TO SECURITIES OF THE ISSUER.
    None.
ITEM 7. MATERIAL TO BE FILED AS EXHIBITS
    Exhibit A Transactions in the Stock by the Reporting
    Person since, August 02, 2002.
Brad M. Kelley
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.
Date: January 23, 2003.
/s/
Brad M. Kelley
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                                    Exhibit A
    Transactions in the Shares by the Reporting Person
KELLEY BRAD
Holdings
Quantity
Name
Open Date
Unit Cost
Cost Amount
Quantity Open Date Unit Cost Vost Amount Value

| 1,296 | 08/02/2002 | 8.9005 | 11,535.08 |
| :---: | :---: | :---: | :---: |
| 1,200 | 08/02/2002 | 8.8196 | 10,583.54 |
| 900 | 08/02/2002 | 8.6937 | 7,824.32 |
| 200 | 08/02/2002 | 8.8206 | 1,764.12 |
| 1,404 | 08/05/2002 | 8.7323 | 12,260.13 |
| 1,400 | 08/05/2002 | 8.7222 | 12,211.03 |
| 1,200 | 08/05/2002 | 8.7364 | 10,483.74 |
| 600 | 08/05/2002 | 8.7211 | 5,232.69 |
| 500 | 08/05/2002 | 8.7313 | 4,365.64 |
| 300 | 08/05/2002 | 8.7293 | 2,618.78 |
| 300 | 08/05/2002 | 8.7293 | 2,618.78 |
| 300 | 08/05/2002 | 8.7313 | 2,619.38 |
| 6,700 | 08/06/2002 | 8.7103 | 58,359.03 |
| 1,300 | 08/06/2002 | 8.7002 | 11,310.30 |
| 1,200 | 08/06/2002 | 8.6902 | 10,428.19 |
| 800 | 08/06/2002 | 8.6863 | 6,949.07 |
| 400 | 09/03/2002 | 8.947 | 3,578.81 |
| 2,000 | 09/17/2002 | 8.6724 | 17,344.88 |
| 1,000 | 09/17/2002 | 8.9351 | 8,935.14 |
| 900 | 09/17/2002 | 8.9417 | 8,047.54 |
| 100 | 09/17/2002 | 8.926 | 1,015.00 |
| 2,000 | 09/18/2002 | 8.5613 | 17,122.53 |
| 2,000 | 09/18/2002 | 8.5284 | 17,056.76 |
| 2,000 | 09/18/2002 | 8.579 | 17,158.04 |
| 8,400 | 09/24/2002 | 7.8442 | 65,891.13 |
| 1,000 | 09/24/2002 | 7.743 | 7,742.97 |
| 300 | 09/24/2002 | 7.7293 | 2,318.78 |
| 100 | 09/24/2002 | 7.7936 | 779.36 |
| 100 | 09/24/2002 | 7.8037 | 780.37 |
| 100 | 09/24/2002 | 7.8138 | 781.38 |
| 10,000 | 10/14/2002 7.6818 | 76,817 |  |
| 9,400 | 10/14/2002 | 7.6818 | 72,208.63 |
| 8,800 | 10/14/2002 | 7.6823 | 67,604.57 |
| 800 | 10/14/2002 | 7.6717 | 6,137. 33 |
| 500 | 10/14/2002 | 7.6767 | 3,838.36 |
| 400 | 10/14/2002 | 7.6787 | 3,071.49 |
| 100 | 10/14/2002 | 7.6717 | 767.17 |
| 10,000 | 10/15/2002 8.0318 | 80,318 |  |
| 9,400 | 10/15/2002 | 8.0419 | 75,593.98 |
| 9,000 | 10/15/2002 | 8.0318 | 72,286.29 |
| 9,000 | 10/15/2002 | 8.0318 | 72,286.29 |
| 1,000 | 10/15/2002 | 8.0267 | 8,026.71 |
| 1,000 | 10/15/2002 | 8.0167 | 8,016.66 |
| 600 | 10/15/2002 | 8.0369 | 4,822.12 |
| 7,900 | 10/16/2002 | 7.899 | 62,402.21 |
| 200 | 10/16/2002 | 7.8933 | 1,578.66 |
| 1,500 | 10/24/2002 | 9.2404 | 13,860.61 |
| 1,000 | 10/24/2002 | 9.2574 | 9,257.42 |
| 24,400 | 10/28/2002 9.58 |  | 233,752.00 |
| 24,180 | 10/28/2002 9.58 |  | 231,644.40 |
| 540 | 10/28/2002 | 9.38 | 5,065.20 |
| 500 | 10/28/2002 | 9.576 | 4,788.00 |
| 500 | 10/28/2002 | 9.543 | 4,771.50 |
| 320 | 10/28/2002 | 9.57 | 3,062.40 |
| 100 | 10/28/2002 | 9.57 | 1,015.00 |
| 30,000 | 10/29/2002 9.4802 | 284,405 | 00 |
| 19,500 | 10/29/2002 9.53 |  | 185,835.00 |
| 500 | 10/29/2002 | 9.29 | 4,645.00 |


| 500 | 10/29/2002 | 9.535 | 4,767.50 |
| :---: | :---: | :---: | :---: |
| 23,300 | 10/30/2002 9.58 |  | 223,214.00 |
| 6,200 | 10/30/2002 | 9.53 | 59,086.00 |
| 500 | 10/30/2002 | 9.572 | 4,786.00 |
| 19,400 | 10/31/2002 9.6 |  | 186,240.00 |
| 1,600 | 10/31/2002 | 9.46 | 15,136.00 |
| 600 | 10/31/2002 | 9.6283 | 5,777.00 |
| 500 | 10/31/2002 | 9.305 | 4,652.50 |
| 20,000 | 11/01/2002 9.58 |  | 191,600.00 |
| 19,300 | 11/01/2002 9.5803 | 184,899. |  |
| 700 | 11/01/2002 | 9.54 | 6,678.00 |
| 3,300 | 11/04/2002 | 9.7215 | 32,081.00 |
| 4,500 | 11/05/2002 | 10.7111 | 48,200.00 |
| 3,000 | 11/05/2002 | 10.73 | 32,190.00 |
| 900 | 11/05/2002 | 10.62 | 9,558.00 |
| 900 | 11/05/2002 | 10.63 | 9,567.00 |
| 400 | 11/05/2002 | 10.64 | 4,256.00 |
| 200 | 11/05/2002 | 10.57 | 2,114.00 |
| 100 | 11/05/2002 | 10.635 | 1,063.50 |
| 20,000 | 11/06/2002 10.897 | 217,940. |  |
| 5,000 | 11/06/2002 | 10.7358 | 53,679.11 |
| 5,000 | 11/06/2002 | 10.7956 | 53,978.21 |
| 11,000 | 11/07/2002 10.78 |  | 118,580.00 |
| 900 | 11/07/2002 | 10.78 | 9,702.00 |
| 500 | 11/07/2002 | 10.741 | 5,370.50 |
| 100 | 11/07/2002 | 10.67 | 1,067.00 |
| 10,000 | 11/08/2002 10.9805 | 109,805. | . 00 |
| 12,800 | 11/11/2002 11.1 |  | 142,080.00 |
| 8,000 | 11/11/2002 | 11.15 | 89,200.00 |
| 7,800 | 11/11/2002 | 11.08 | 86,424.00 |
| 7,500 | 11/11/2002 | 11.1107 | 83,330.00 |
| 5,500 | 11/11/2002 | 11.14 | 61,270.00 |
| 200 | 11/11/2002 | 11.09 | 2,218.00 |
| 200 | 11/11/2002 | 11.098 | 2,219.60 |
| 18,000 | 11/12/2002 10.85 |  | 195,300.00 |
| 11,500 | 11/12/2002 10.85 |  | 124,775.00 |
| 11,000 | 11/12/2002 10.9 |  | 119,900.00 |
| 10,000 | 11/12/2002 10.9005 | 109,005. | . 00 |
| 5,000 | 11/12/2002 | 10.89 | 54,450.00 |
| 3,500 | 11/12/2002 | 10.8 | 37,800.00 |
| 1,000 | 11/12/2002 | 10.87 | 10,870.00 |
| 13,500 | 11/13/2002 10.7504 | 145,130. | . 00 |
| 10,000 | 11/13/2002 10.74 |  | 07,400.00 |
| 20,000 | 11/14/2002 10.92 |  | 218,400.00 |
| 6,500 | 11/14/2002 | 10.85 | 70,525.00 |
| 1,000 | 11/14/2002 | 10.805 | 10,805.00 |
| 25,000 | 11/15/2002 11.5402 | 288,505 | 5.00 |
| 25,000 | 11/15/2002 11.4 |  | 285,000.00 |
| 7,500 | 11/15/2002 | 11.2 | 84,000.00 |
| 15,000 | 11/18/2002 11.2103 | 168,155 | . 00 |
| 7,800 | 11/18/2002 | 11.22 | 87,516.00 |
| 20,000 | 11/19/2002 11.1303 | 222,605 | . 00 |
| 20,000 | 11/19/2002 11.11 |  | 222,200.00 |
| 25,000 | 11/21/2002 11.43 |  | 285,750.00 |
| 17,000 | 11/21/2002 11.28 |  | 191,760.00 |
| 15,000 | 11/21/2002 11.43 |  | 171,450.00 |
| 1,000 | 11/21/2002 | 11.175 | 11,175.00 |
| 1,000 | 11/21/2002 | 11.23 | 11,230.00 |
| 30,000 | 11/22/2002 11.4302 | 342,905. | 5.00 |
| 30,000 | 11/22/2002 11.3599 | 340,797. | 7.73 |
| 25,000 | 11/22/2002 11.58 |  | 289,500.00 |
| 28,500 | 11/25/2002 11.78 |  | 335,730.00 |



| 5,000 | 12/18/2002 | 11.3 | 56,500.00 |
| :---: | :---: | :---: | :---: |
| 12,500 | 12/19/2002 10.96 |  | 137,000.00 |
| 10,000 | 12/19/2002 11.03 |  | 110,300.00 |
| 10,000 | 12/19/2002 10.98 |  | 109,800.00 |
| 10,000 | 12/19/2002 11 |  | 110,000.00 |
| 8,000 | 12/19/2002 | 10.95 | 87,600.00 |
| 5,000 | 12/19/2002 | 11.091 | 55,455.00 |
| 5,000 | 12/19/2002 | 11 | 55,000.00 |
| 5,000 | 12/19/2002 | 10.99 | 54,950.00 |
| 2,500 | 12/19/2002 | 11 | 27,500.00 |
| 25,000 | 12/20/2002 10.85 |  | 271,250.00 |
| 15,000 | 12/20/2002 10.9503 | 164,255 | . 00 |
| 10,000 | 12/20/2002 10.87 |  | 108,700.00 |
| 4,000 | 12/24/2002 | 10.5313 | 42,125.00 |
| 3,000 | 12/24/2002 | 10.56 | 31,680.00 |
| 14,000 | 12/26/2002 10.7004 | 149,805 |  |
| 15,000 | 12/27/2002 10.66 |  | 159,900.00 |
| 14,000 | 12/27/2002 10.46 |  | 146,440.00 |
| 10,000 | 12/27/2002 10.7805 | 107,805 | . 00 |
| 10,000 | 12/27/2002 10.45 |  | 104,500.00 |
| 1,000 | 12/27/2002 | 10.44 | 10,440.00 |
| 25,000 | 12/30/2002 10.4211 | 260,527 |  |
| 15,000 | 12/30/2002 10.46 |  | 156,900.00 |
| 15,000 | 12/30/2002 10.33 |  | 154,950.00 |
| 10,000 | 12/30/2002 10.5105 | 105,105 |  |
| 10,000 | 12/30/2002 10.31 |  | 103,100.00 |
| 8,000 | 12/30/2002 | 10.3 | 82,400.00 |
| 15,000 | 12/31/2002 10.3303 | 154,955 |  |
| 10,500 | 12/31/2002 10.53 |  | 110,565.00 |
| 10,000 | 12/31/2002 10.27 |  | 102,700.00 |
| 10,000 | 12/31/2002 10.55 |  | 105,500.00 |
| 5,000 | 12/31/2002 | 10.35 | 51,750.00 |
| 3,000 | 12/31/2002 | 10.52 | 31,560.00 |
| 1,500 | 12/31/2002 | 10.49 | 15,735.00 |
| 7,000 | 01/02/2003 | 10.8 | 75,600.00 |
| 2,500 | 01/02/2003 | 10.552 | 26,305.00 |
| 2,500 | 01/02/2003 | 10.85 | 27,125.00 |
| 1,500 | 01/02/2003 | 10.65 | 15,975.00 |
| 1,000 | 01/02/2003 | 10.6 | 10,600.00 |
| 23,000 | 01/03/2003 11.01 |  | 253,230.00 |
| 8,500 | 01/03/2003 | 11.04 | 93,840.00 |
| 6,000 | 01/03/2003 | 11.0 | 66,000.00 |
| 3,000 | 01/03/2003 | 10.9 | 32,700.00 |
| 2,000 | 01/03/2003 | 10.8525 | 21,705.00 |
| 1,500 | 01/03/2003 | 10.94 | 16,410.00 |
| 10,000 | 01/06/2003 11.85 |  | 118,500.00 |
| 6,000 | 01/06/2003 | 11.83 | 70,980.00 |
| 3,500 | 01/-6/2003 | 11.25 | 39,375.00 |
| 3,000 | 01/06/2003 | 11.78 | 35,340.00 |
| 2,500 | 01/06/2003 | 11.55 | 28,875.00 |
| 2,500 | 01/96/2003 | 11.61 | 29,025.00 |
| 2,000 | 01/06/2003 | 11.35 | 22,700.00 |
| 1,500 | 01/06/2003 | 11.2033 | 16,805.00 |
| 1,000 | 01/06/2003 | 11.81 | 11,810.00 |
| 21,500 | 01/07/2003 11.65 |  | 250,475.00 |
| 3,500 | 01/07/2003 | 11.6 | 40,600.00 |
| 10,000 | 01/07/2003 11.7005 | 117,005 | . 00 |
| 10,000 | 01/07/2003 11.62 |  | 116,200.00 |
| 5,000 | 01/07/2003 | 11.55 | 57,750.00 |
| 2,800,00 | 00 01/23/2003 | 10.00 | 28,000,000 |

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Total Shares: 4,829,140

