SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

| OMB Number: | 3235-0287 | | | | | |
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| Estimated average burden | | | | | | |
| hours per response | : 0.5 | | | | | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Addre | 1 0 | erson [*] | | 2. Issuer Name and Tic MINK Therapeu | | , | | tionship of Reportir all applicable) Director | ng Person(s) to 10% C | |
|--|---------------|--------------------|----------------|--|------------------|----------------------------|-------------------|---|--------------------------|---------------|
| (Last) | (First) | (Middle) | | 3. Date of Earliest Trans 05/05/2023 | saction (Montl | n/Day/Year) | | Officer (give title below) | Other below | (specify) |
| 149 FIFTH AV | ENUE, SUITE 5 | 500 | · | 4. If Amendment, Date | of Original File | d (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Grou | p Filing (Check | Applicable |
| (Street) | | | | | | | X | Form filed by One | e Reporting Per | son |
| NEW YORK | NY | 10010 | | | | | | Form filed by Mo Person | re than One Re | porting |
| (City) | (State) | (Zip) | | Rule 10b5-1(c) |) Transac | tion Indication | | | | |
| Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | | ended to |
| | Та | able I - No | on-Derivati | ve Securities Ac | quired, Dis | posed of, or Benef | ficially | Owned | | |
| 1. Title of Security | (Instr. 3) | | 2. Transaction | 2A. Deemed | 3. | 4. Securities Acquired (A) | or | 5. Amount of | 6. Ownership | 7. Nature |

| 1. Title of Security (Instr. 3) | (Month/Day/Year) | EXECUTION Date, if any (Month/Day/Year) | Date, Transaction Code (Instr. | | 4. Securities Disposed Of | | | 5. Amount of Securities Beneficially Owned Following | (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|------------------|---|-----------------------------------|---|------------------------------|---------------|----------|---|-----------------------------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock | 05/05/2023 | | S ⁽¹⁾ | | 100,000 | D | \$0.9485 | 1,866,400 | D | |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | (0 / 1 | , | · · | | | | | | | , | | | |
|---|---|--|---|------------------------------|-----|-------------|--|--|---|-------|--|---|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | of Deriv | vative rities lired r osed) r. 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | piration Date Amount of onth/Day/Year) Securities Underlyin Derivative | | Amount of Deriv Securities Secu Underlying (Inst Derivative Security (Instr. | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. On May 5, 2023, Garo Armen sold 100,000 shares of Mink Therapeutics, Inc. common stock to Agenus Inc. at the acquisition price he paid on May 2, 2023. The acquisition price represents a 40% discount to the market price as of today's market close. Garo Armen did not recognize a profit upon the sale of the shares.

| By: /s/ Christine Klaskin, | |
|------------------------------|------------|
| Attorney-in-Fact for Garo H. | 05/05/2023 |
| Armen | |

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.