

AGENUS INC  
Form RW  
December 21, 2018

Agenus Inc.  
3 Forbes Road  
Lexington, MA 02421

**VIA EDGAR**

Securities and Exchange Commission

December 21, 2018

Division of Corporation Finance

100 F Street N.E.

Washington, D.C. 20549

Attention: Christine Westbrook

Re: Agenus Inc.  
Registration Statement on Form S-3 (333-222670)

Dear Ms. Westbrook:

In accordance with Rule 477(a) promulgated under the Securities Act of 1933, as amended, Agenus Inc. (the Registrant ) hereby respectfully requests that the Securities and Exchange Commission consent to the withdrawal of its Registration Statement on Form S-3 (Registration No. 333-222670), together with all exhibits thereto (the Registration Statement ), effective immediately.

This request is being made because the Company has elected not to pursue the registration of the securities included in the Registration Statement at this time. The Registration Statement has not been declared effective and no shares of the Registrant's common stock have been sold under the Registration Statement.

Should you have any questions or comments, please do not hesitate to contact Jessica Tracy of Ropes & Gray LLP at (212) 596-9237.

Very truly yours,

AGENUS INC.

By: /s/ Evan Kearns  
Name: Evan Kearns  
Title: Vice President & General Counsel