CANCERVAX CORP
Form 425
February 15, 2006

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Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: CancerVax Corporation
Commission File No. of Subject Company: 000-50440

This filing relates to the Agreement and Plan of Merger and Reorganization, dated as of January 6, 2006, by and among CancerVax Corporation (CancerVax), Carlsbad Acquisition Corporation, Micromet, Inc. and Micromet AG (Micromet). The merger agreement was filed by CancerVax with the SEC on Form 8-K on January 9, 2006, and is incorporated by reference into this filing.

Patrick A. Baeuerle, Micromet s Chief Scientific Officer, gave the following presentation at the BIO CEO & Investor Conference 2006 at the Waldorf Astoria Hotel in New York City on February 15, 2006.

Forward-Looking Statements

This document contains certain forward-looking statements that involve risks and uncertainties that could cause actual results to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. Such forward-looking statements include statements regarding the proposed transaction, the efficacy, safety, and intended utilization of the Companies respective product candidates, the conduct and results of future clinical trials, and plans regarding regulatory filings, future research and clinical trials and plans regarding partnering activities. Factors that may cause actual results to differ materially include the risk that CancerVax and Micromet may not be able to complete the proposed transaction, the risk that product candidates that appeared promising in early research and clinical trials do not demonstrate safety and/or efficacy in larger-scale or later clinical trials, the risk that CancerVax and Micromet will not obtain approval to market their respective products, the risks associated with reliance on outside financing to meet capital requirements, and the risks associated with reliance on collaborative partners for further clinical trials, development and commercialization of product candidates. The transaction is subject to customary closing conditions, including approval of CancerVax s stockholders. You are urged to consider statements that include the words may, will, would, could, should, believes, estimates, projec expects, plans, anticipates, intends, continues, forecast, designed, goal, or the negative of those words c comparable words to be uncertain and forward-looking. These factors and others are more fully discussed in CancerVax s registration statement on Form S-4 filed with the SEC on February 13, 2006, periodic reports and other filings with the SEC. Any forward-looking statements are made pursuant to Section 21E of the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. CancerVax undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information about the Merger and Where to Find It

In connection with the proposed transaction described herein, on February 13, 2006 CancerVax filed a registration statement of Form S-4 that contains a proxy statement/prospectus with the SEC. **Investors and securityholders of CancerVax and Micromet are urged to read the proxy statement/prospectus (including any amendments or supplements to the proxy statement/prospectus) regarding the proposed transaction because it contains important information about CancerVax, Micromet and the proposed transaction**. CancerVax s stockholders and Micromet s shareholders may obtain a free copy of the proxy statement/prospectus, as well as other filings containing information about CancerVax and Micromet, without charge, at the SEC s Internet site (http://www.sec.gov). Copies of the proxy statement/prospectus and the filings with the SEC that are incorporated by reference in the proxy statement/prospectus can also be obtained, without charge, by directing a request to CancerVax Corporation, 2110 Rutherford Road, Carlsbad, CA 92008, Attention: Investor Relations, Telephone: (760) 494-4200.

Participants in the Solicitation

CancerVax and its directors and executive officers and Micromet and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of CancerVax in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the merger transaction is included in the proxy statement/prospectus referred to above. Additional information regarding the directors and executive officers of CancerVax is also included in CancerVax s proxy statement for its 2005 Annual Meeting of Stockholders, which was filed with the SEC on April 28, 2005. This document is available free of charge at the SEC s web site (http://www.sec.gov) and from Investor Relations at CancerVax at the address described above.