| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

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

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|---|---|-----|
| Estimated average burden | | 0.5 |
| | | |

| 1. Name and Addres | ss of Reporting Persor erald PhD | 1* | 2. Issuer Name and Ticker or Trading Symbol Celldex Therapeutics, Inc. [CLDX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|-----------------------------|-------------------------------------|----------|---|--|-------------------------------------|-----------------------|--|--|--|
| - | | | | X | Director | 10% Owner | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/03/2017 | | Officer (give title below) | Other (specify below) | | | |
| C/O CELLDEX | THERAPEUTICS | , INC. | 04/05/2017 | | | | | | |
| 53 FRONTAGE | ROAD SUITE 22 | 20 | | | | | | | |
| 53 FRONTAGE ROAD, SUITE 220 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applica Line) | | | | | |
| (Street) | | | | Х | ing Person | | | | |
| HAMPTON | NJ | 08827 | | | Form filed by More than C Person | One Reporting | | | |
| (City) | (State) | (Zip) | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. | | 4. Securities Disposed Of 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|---|--------------|---|------------------------------------|---------------|--------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (11311.4) |
| Common Stock, par value \$.001 per share | 04/03/2017 | | F | | 2,869 | D | \$3.61 | 231,560 ⁽¹⁾⁽²⁾ | D | |

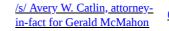
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | Conversion or Exercise Price of Derivative | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 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 November 28, 2016, in connection with the Reporting Person's employment separation agreement with Kolltan Pharmaceuticals, Inc., Reporting Person entered into a severance agreement (the "Severance Agreement") with Celldex Therapeutics, Inc. ("Issuer") whereby Issuer agreed to pay Reporting Person 267,356 shares of its common stock, par value \$0.001 per share ("Common Stock") less required tax and other withholdings (the "Withholdings"). The Reporting Person previously reported ownership of such 267,356 shares on his Form 3 filed with the Securities and Exchange Commission on December 15, 2016. 66,839 shares of Common Stock, less Withholdings, are issuable to Reporting Person in March 2017 and the remaining 200,517 shares of Common Stock, less Withholdings, are issuable to Reporting Person in equal monthly installments through December 2018.

2. Pursuant to the Severance Agreement, on April 3, 2017, the Issuer issued 5,485 shares of its Common Stock to the Reporting Person. This Form 4 reflects the disposition to the Issuer of 2,869 shares of its Common Stock to satisfy required Withholdings in connection with such issuance of Common Stock to the Reporting Person



** Signature of Reporting Person

04/03/2017

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.