

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **February 8, 2019**

CELLDEX THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-15006
(Commission File Number)

13-3191702
(IRS Employer
Identification No.)

**Perryville III Building, 53 Frontage Road, Suite 220,
Hampton, New Jersey**
(Address of principal executive offices)

08827
(Zip Code)

Registrant's telephone number, including area code: **(908) 200-7500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 below is incorporated by reference into this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 8, 2019, Celldex Therapeutics, Inc. (the "Company") filed a Certificate of Amendment to the Company's Third Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Certificate of Amendment"), which effected, immediately upon filing, a one-for-fifteen reverse stock split (the "Reverse Stock Split") of the Company's issued and outstanding common stock, \$0.001 par value per share (the "Common Stock").

As a result of the Reverse Stock Split, every fifteen shares of Common Stock issued and outstanding was converted into one share of Common Stock and the total number of shares of Common Stock outstanding will be reduced from approximately 181.8 million shares to approximately 12.1 million shares. No fractional shares were issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to a fractional share of Common Stock are instead entitled to receive a proportional cash payment.

The Reverse Stock Split did not change the par value of the Common Stock or the authorized number of shares of Common Stock. All outstanding stock options entitling their holders to purchase shares of Common Stock were adjusted as a result of the Reverse Stock Split, as required by the terms of these securities.

As previously disclosed, at the Company's 2018 Annual Meeting of Stockholders held on June 13, 2018 (the "Annual Meeting") the stockholders of the Company approved a proposal to amend the Company's Third Restated Certificate of Incorporation to effect a reverse stock split of the Common Stock at a ratio in the range of one-for-ten to one-for-fifteen at the discretion of the Board of Directors of the Company (the "Board"). Pursuant to the authority granted by the Company's stockholders at the Annual Meeting, the Board approved the Reverse Stock Split.

Trading of the Common Stock on a Reverse Stock Split-adjusted basis on the Nasdaq Capital Market will begin at the opening of trading on February 11, 2019. In connection with the Reverse Stock Split, the Common Stock will also commence trading with a new CUSIP number, 15117B202, at such time.

Computershare Trust Company, N.A., the Company's transfer agent, is acting as the exchange agent for the Reverse Stock Split and will provide instructions to stockholders of record regarding the process for exchanging shares. Those stockholders holding Common Stock in "street name" will receive instructions from their brokers.

The summary of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

On February 8, 2019, the Company issued a press release with respect to the Reverse Stock Split, a copy of which is being furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Third Restated Certificate of Incorporation of Celldex Therapeutics, Inc.
4.1	Specimen of Common Stock Certificate
99.1	Press Release issued on February 8, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CELLEX THERAPEUTICS, INC.

By: /s/ Sam Martin
Name: Sam Martin
Title: Senior Vice President, Chief Financial Officer

Dated: February 8, 2019

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
CELLDEX THERAPEUTICS, INC.**

(Pursuant to Section 242 of the Delaware General Corporation Law)

Celldex Therapeutics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That at a meeting of the Board of Directors of the Corporation on April 15, 2018 resolutions were duly adopted setting forth a proposed amendment to the Third Restated Certificate of Incorporation, as amended, of the Corporation, declaring such amendment to be advisable and calling a meeting of stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Amendment of the Corporation be amended to effect a reverse stock split of the Corporation's common stock by adding the following paragraph to Article IV:

"Effective upon the effective time of this Certificate of Amendment of the Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Split Effective Time"), the shares of Common Stock issued and outstanding immediately prior to the Split Effective Time and the shares of Common Stock issued and held in the treasury of the Corporation immediately prior to the Split Effective Time are reclassified into a smaller number of shares such that each ten to fifteen shares of issued Common Stock immediately prior to the Split Effective Time is reclassified into one share of Common Stock, the exact ratio within the ten to fifteen range to be determined by the Board of Directors of the Corporation prior to the Split Effective Time and publicly announced by the Corporation. Notwithstanding the foregoing, no fractional shares of Common Stock shall be issued as a result of the reclassification. In lieu of any fractional share to which the holder would otherwise be entitled, the Corporation shall pay the holder cash equal to the product of such fraction multiplied by the Common Stock's fair market value as determined in good faith by the Board of Directors as of the Split Effective Time. Each stock certificate that, immediately prior to the Split Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Split Effective Time shall, from and after the Split Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Common Stock after the Split Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified, provided, however, that each person of record holding a certificate that represented shares of Common Stock that were issued and outstanding immediately prior to the Split Effective Time shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of whole shares of Common

Stock after the Split Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified.”

SECOND: The amendment of the Third Restated Certificate of Incorporation set forth herein has been duly adopted by resolution of the Corporation’s Board of Directors and was considered and duly authorized by the stockholders of the Corporation at the Annual Meeting of Stockholders duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the requisite number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 8th day of February, 2019.

CELLEX THERAPEUTICS, INC.

By: /s/ Sam Martin
Name: Sam Martin
Title: Senior Vice President, Chief Financial Officer

ZQ|CERT#|COY|CLS|RGSTRY|ACCT#|TRANSTYPE|RUN#|TRANS#



PO BOX 43904, Providence, RI 02940-3904



MR. SAMPLE
DESIGNATION (IF ANY)

ADD 1
ADD 2
ADD 3
ADD 4

CUSIP IDENTIFIER	Holder ID	Insurance Value	Number of Shares	DTC
XXXXXXXXXX	XXXXXXXXXX	1,000,000.00	123456	123456
1234567890/1234567890	1	1	1	1
1234567890/1234567890	2	2	2	2
1234567890/1234567890	3	3	3	3
1234567890/1234567890	4	4	4	4
1234567890/1234567890	5	5	5	5
1234567890/1234567890	6	6	6	6
Total Transaction	7			

COMMON STOCK

PAR VALUE \$0.001



COMMON STOCK

Certificate Number
ZQ00000000

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

THIS CERTIFIES THAT

MR. SAMPLE & MRS. SAMPLE & MRS. SAMPLE

SEE REVERSE FOR CERTAIN DEFINITIONS
CUSIP 15117B 2

is the owner of

ZERO HUNDRED THOUSAND ZERO HUNDRED AND ZERO

THIS CERTIFICATE IS TRANSFERABLE BY THE TRANSFER AGENT, AVAILABLE ONLINE AT www.computershare.com

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK, \$0.001 PAR VALUE PER SHARE, OF

CELDEX THERAPEUTICS, INC. transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Anthony S. Marucci
President and Chief Executive Officer

John Martin
Senior Vice President and Chief Financial Officer



DATED DD-MMM-YYYY

COUNTERSIGNED AND REGISTERED BY: COMPUTERSHARE TRUST COMPANY, N.A. TRANSFER AGENT AND REGISTRAR.

By _____ AUTHORIZED SIGNATURE

SECURITY INSTRUCTIONS ON REVERSE

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT-Custodian
	(Cust) (Minor)
TEN ENT - as tenants by the entireties	under Uniform Gifts to Minors Act
	(State)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	UNIF TRF MIN ACTCustodian (until age. . .)
	(Cust) (Minor)
	under Uniform Transfers to Minors Act.
	(State)

Additional abbreviations may also be used though not in the above list.

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

For value received, _____ hereby sell, assign and transfer unto

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

_____ Shares
represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ Attorney
to transfer the said shares on the books of the within-named Corporation with full power of substitution in the premises.

Dated: _____ 20 _____

Signature: _____

Signature: _____

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed: Medallion Guarantee Stamp

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17Ad-15.

SECURITY INSTRUCTIONS

THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.



1534201



Celldex Therapeutics Announces Reverse Stock Split

HAMPTON, N.J., February 8, 2019, — Celldex Therapeutics, Inc. (NASDAQ:CLDX) (“Celldex” or the “Company”) today announced that its Board of Directors has approved a one-for-fifteen reverse stock split of its common stock that became effective today upon the filing with the Secretary of the State of Delaware a Certificate of Amendment to its Certificate of Incorporation. Beginning on February 11, 2019, Celldex’s common stock will trade on the Nasdaq Capital Market on a split-adjusted basis under the new CUSIP number 15117B202.

As previously disclosed, at the Company’s Annual Meeting of Stockholders held on June 13, 2018, Celldex stockholders approved a proposal authorizing the Company’s Board of Directors to effect a reverse stock split by a ratio of not less than one-for-ten and not more than one-for-fifteen.

The reverse stock split uniformly affects all issued and outstanding shares of the Company’s common stock. The reverse stock split will not alter any stockholder’s percentage ownership interest in Celldex, except to the extent that the reverse stock split results in fractional shares. No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise be entitled to receive a fractional share will instead receive a cash payment based on the closing sales price of the Company’s common stock on February 7, 2019. The par value of the Company’s common stock will remain unchanged at \$0.001 per share after the reverse stock split.

The reverse stock split proportionately affects the number of shares of common stock available for issuance under the Company’s equity incentive plans and proportionately reduces the number of shares of common stock issuable upon the exercise of stock options immediately prior to the reverse split.

The reverse stock split will reduce the number of shares of common stock issued and outstanding from approximately 181.8 million to approximately 12.1 million. There is no change to the number of authorized shares.

Computershare Trust Company, N.A. is acting as the exchange agent and transfer agent for the reverse stock split. Computershare will provide instructions to stockholders with physical certificates regarding the optional process for exchanging their pre-split stock certificates for post-split stock certificates and receiving payment for any fractional shares.

About Celldex Therapeutics, Inc.

Celldex is developing targeted therapeutics to address devastating diseases for which available treatments are inadequate. Our pipeline includes immunotherapies and other targeted biologics derived from a broad set of complementary technologies which have the ability to engage the human immune system and/or directly inhibit tumors to treat specific types of cancer or other diseases. Visit www.celldex.com.

Forward Looking Statement

This release contains “forward-looking statements” made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are typically preceded by words such as “believes,” “expects,” “anticipates,” “intends,” “will,” “may,” “should,” or similar expressions. These forward-looking statements reflect management’s current knowledge, assumptions, judgment and expectations regarding future performance or events. Although management believes that the expectations reflected in such statements are reasonable, they give no assurance that such expectations will prove to be correct or that those goals will be achieved, and you should be aware that actual results could differ materially from those contained in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including, but not limited to, our ability to successfully complete research and further development and commercialization of Company drug candidates; our ability to obtain additional capital to meet our long-term liquidity needs on acceptable terms, or at all, including the additional capital which will be necessary to complete the clinical trials that we have initiated or plan to initiate; our ability to realize any anticipated benefits from the reverse stock split, including attracting new investors and, with respect to the minimum bid price requirement, retaining our Nasdaq listing; our ability to maintain ongoing compliance with Nasdaq’s continued listing requirements; our ability to realize the anticipated benefits from the acquisition of Kolltan; the uncertainties inherent in clinical testing and accruing patients for clinical trials; our limited experience in bringing programs through Phase 3 clinical trials; our ability to manage and successfully complete multiple clinical trials and the research and development efforts for our multiple products at varying stages of development; the

availability, cost, delivery and quality of clinical and commercial grade materials produced by our own manufacturing facility or supplied by contract manufacturers, who may be our sole source of supply; the timing, cost and uncertainty of obtaining regulatory approvals; the failure of the market for the Company's programs to continue to develop; our ability to protect the Company's intellectual property; the loss of any executive officers or key personnel or consultants; competition; changes in the regulatory landscape or the imposition of regulations that affect the Company's products; and other factors listed under "Risk Factors" in our annual report on Form 10-K and quarterly reports on Form 10-Q.

Company Contact

Sarah Cavanaugh
Senior Vice President, Corporate Affairs & Administration
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