

**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): **June 13, 2012**

**CELDEX 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.)

**119 Fourth Avenue**  
**Needham, Massachusetts**  
(Address of principal executive offices)

**02494-2725**  
(Zip Code)

Registrant's telephone number, including area code: **(781) 433-0771**

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))

**Item 5.02(e). Compensatory Arrangements of Certain Officers.**

On June 13, 2012, at our 2012 Annual Meeting of Stockholders (the "Annual Meeting"), our stockholders approved an amendment (the "Amendment") to our 2008 Stock Option and Incentive Plan (the "2008 Plan") to increase the shares reserved for issuance thereunder by 3,500,000 to 7,400,000 and to provide that, except in connection with a merger, consolidation, reorganization, recapitalization, reclassification, stock dividend, stock split or other similar transaction or change in our capital stock, we may not, without obtaining stockholder approval, cancel outstanding options with an exercise price above the current stock price in exchange for cash or securities.

The amendment to the 2008 Plan previously had been approved, subject to stockholder approval, by our board of directors. The amendment to the 2008 Plan became effective immediately upon stockholder approval at the Annual Meeting.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the text of the Amendment, a copy of which is attached as Exhibit 10.1 hereto and incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

At the Annual Meeting held on June 13, 2012, our stockholders voted on the four proposals listed below. The final results for the votes regarding each proposal are set forth below.

1. Our shareholders elected the following individuals to serve on our board of directors until the annual meeting of shareholders to be held in 2013. The tabulation of votes with respect to the election of such directors was as follows:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Larry Ellberger	22,934,493	3,378,505	21,891,064
Anthony S. Marucci	22,854,698	3,458,300	21,891,064
Herbert J. Conrad	23,145,967	3,167,031	21,891,064
George O. Elston	23,064,108	3,248,890	21,891,064
Harry H. Penner, Jr.	23,000,892	3,312,106	21,891,064
Timothy M. Shannon, M.D.	24,260,570	2,052,428	21,891,064
Karen L. Shoos	22,825,291	3,487,707	21,891,064

2. Our shareholders approved the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2012. The tabulation of votes with respect to this proposal was as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
45,826,580	1,398,843	978,639	—

3. Our shareholders approved the Amendment to our 2008 Stock Option and Incentive Plan. The tabulation of votes with respect to this proposal was as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
21,027,514	4,312,094	973,390	21,891,064

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4. Our shareholders voted to approve, on an advisory, non-binding basis, the compensation for our named executive officers. The tabulation of votes with respect to this proposal was as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
23,718,410	1,440,498	1,154,090	21,891,064

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits  
10.1 Amendment dated April 17, 2012 to Celldex Therapeutics., Inc. 2008 Stock Option and Incentive Plan.

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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/ Avery W. Catlin  
Name: Avery W. Catlin  
Title: Senior Vice President / Chief Financial Officer

Dated: June 14, 2012

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**Exhibit Index**

10.1 Amendment dated April 17, 2012 to Celldex Therapeutics., Inc. 2008 Stock Option and Incentive Plan

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**AMENDMENT TO  
CELLDEX THERAPEUTICS, INC.  
2008 STOCK OPTION AND INCENTIVE PLAN  
as amended and restated effective as of February 24, 2010**

**Dated: April 17, 2012**

This Agreement amends the Celldex Therapeutics, Inc. 2008 Stock Option and Incentive Plan, as previously amended and restated effective as of February 24, 2010 (the “Plan”). All capitalized terms not defined herein shall have the meanings set forth in the Plan.

**R E C I T A L S**

WHEREAS, Section 18 of the Plan reserves to the Board of Directors (“Board”) of Celldex Therapeutics, Inc. (the “Company”) the right to amend the Plan from time to time; and

WHEREAS, the Board desires to further amend the Plan in the manner hereinafter provided subject to approval by the Company’s stockholders.

NOW THEREFORE, the Plan is hereby amended as follows:

1. *Amendments.*

1.1. Section 3(a) of the Plan is amended and restated in its entirety as follows:

“(a) *Stock Issuable.* The maximum number of shares of Stock reserved and available for issuance under the Plan shall be 7,400,000 shares, subject to adjustment as provided in Section 3(b); provided that not more than 375,000 shares shall be issued in the form of Unrestricted Stock Awards, Restricted Stock Awards, Deferred Stock Awards or Performance Share Awards. For purposes of this limitation, the shares of Stock underlying the Awards granted under the Plan that are forfeited, canceled or otherwise terminated (other than by exercise) shall be added back to the shares of Stock available for issuance under the Plan. Subject to such overall limitations, shares of Stock may be issued up to such maximum number pursuant to any type or types of Award; provided, however, that Stock Options or Stock Appreciation Rights with respect to no more than 333,333 shares of Stock may be granted to any one individual grantee during any one calendar year period. The shares available for issuance under the Plan may be authorized but unissued shares of Stock or shares of Stock reacquired by the Company.”

1.2. Section 18 of the Plan is amended and restated in its entirety as follows:

“SECTION 18. AMENDMENTS AND TERMINATION

The Board may, at any time, amend or discontinue the Plan and the Administrator may, at any time, amend or cancel any outstanding Award for the purpose of satisfying changes in law or for any other lawful purpose, but no such action shall (a) adversely affect rights under any outstanding Award without the holder’s consent or (b) except as provided in Section 3(b) or 3(c), without the prior approval of the Company’s stockholders, (1) reduce the exercise price of or otherwise reprice, including through replacement grants, any outstanding Stock Option or Stock Appreciation Right or (2) cancel in exchange for, or otherwise exchange for, cash or other securities any outstanding Stock Option or Stock Appreciation Right with an exercise price at or above the then-current Fair Market Value of the Stock. To the extent required under the rules of any securities exchange or market system on which the Stock is listed, to the extent determined by the Administrator to be required by the Code to ensure that Incentive Stock Options granted under the Plan are qualified under Section 422 of the Code or to ensure that compensation earned under Awards qualifies as performance-based compensation under Section 162(m) of the Code, Plan amendments shall be subject to approval by the Company stockholders entitled to vote at a meeting of

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stockholders. Nothing in this Section 18 shall limit the Administrator’s authority to take any action permitted pursuant to Section 3(c).”

1. *No Other Changes.* Except as set forth herein, the Plan shall remain in full force and effect without modification

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Company, has executed this Amendment as of the date first above written as evidence of its adoption by the Company.

CELLDEX THERAPEUTICS, INC.

By: /s/ AVERY W. CATLIN  
Name: Avery W. Catlin  
Title: SVP and CFO