

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Cavanaugh Sarah</u> (Last) (First) (Middle) C/O CELLDX THERAPEUTICS, INC. 53 FRONTAGE ROAD, SUITE 220 (Street) HAMPTON NJ 08827 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/15/2017	3. Issuer Name and Ticker or Trading Symbol <u>Celldex Therapeutics, Inc. [CLDX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP of Corp. Affairs & Admin.	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	4,760	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (right to buy)	(1)	08/15/2022	Common Stock 7,500	4.71	D	
Employee Stock Option (right to buy)	(2)	07/01/2023	Common Stock 20,000	16.36	D	
Employee Stock Option (right to buy)	(3)	06/04/2024	Common Stock 25,000	13.45	D	
Employee Stock Option (right to buy)	(4)	06/10/2025	Common Stock 30,000	25.41	D	
Employee Stock Option (right to buy)	(5)	06/08/2026	Common Stock 22,000	4.72	D	

Explanation of Responses:

- The option became exercisable as to 25% of the shares on 8/15/2013 and the remaining shares vested quarterly (in equal amounts) over the subsequent 12 quarters. This option is currently fully vested.
- The option became exercisable as to 25% of the shares on 7/1/2014 and the remaining shares vested quarterly (in equal amounts) over the subsequent 12 quarters.
- The option became exercisable as to 25% of the shares on 6/4/2015 and the remaining shares vested quarterly (in equal amounts) over the subsequent 12 quarters.
- The option became exercisable as to 25% of the shares on 6/10/2016 and the remaining shares vested quarterly (in equal amounts) over the subsequent 12 quarters.
- The option became exercisable as to 25% of the shares on 6/8/2017 and the remaining shares vest quarterly (in equal amounts) over the subsequent 12 quarters.

/s/ Sam Martin, attorney-in-fact for Sarah Cavanaugh 06/16/2017

** Signature of Reporting Person 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 5 (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.

POWER OF ATTORNEY

Know all by those present, that the undersigned hereby constitutes and appoints each of Sam Martin and Anthony S. Marucci his true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned Schedules 13D and 13G, Form ID, and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G, Form ID and Forms 3, 4 or 5, and the timely filing of such Forms with the United States Securities and Exchange Commission and any other authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, including without limitation the execution and filing of a Form 4 with respect to a transaction which may be reported on a Form 5, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully and to all intents and purposes as he might or could do in person, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of June, 2017.

/s/Sarah Cavanaugh
Name: Sarah Cavanaugh