

**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): **January 30, 2009**

**CELLEX THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-15006**  
(Commission File Number)

**13-3191702**  
(IRS Employer  
Identification No.)

**119 Fourth Avenue**  
**Needham, Massachusetts 02494-2725**  
(Address of principal executive offices) (Zip Code)

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

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:

- 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. Departure of Directors or Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On January 30, 2009, Ronald C. Newbold, Senior Vice President, Business Development, gave thirty-days' notice to Celldex Therapeutics, Inc. (the "Company") that he was resigning from his position pursuant to the provision of his employment agreement with the Company's subsidiary, Celldex Research, Inc. (f/k/a Celldex Therapeutics, Inc.) ("Old Celldex"), that deems a resignation within the year following a change of control (in this case the merger which was consummated on March 7, 2008, which resulted in Old Celldex becoming a wholly-owned subsidiary of the Company) as a termination resulting from a change of control.

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**SIGNATURE**

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.**

Date: February 5, 2009

By: /s/ Avery W. Catlin  
Avery W. Catlin  
Title: Senior Vice President and Chief Financial Officer

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