

**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 16, 2022**

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 08827**
(Address of principal executive offices) (Zip Code)

(908) 200-7500
(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--------------------------------|-------------------|---|
| Common Stock, par value \$.001 | CLDX | Nasdaq Capital Market |

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

On June 16, 2022, at the 2022 Annual Meeting of Stockholders (the “Annual Meeting”) of Celldex Therapeutics, Inc. (the “Company”), the stockholders voted on the three proposals listed below. The proposals are described in detail in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on April 26, 2022 (the “Proxy Statement”). The final results for the votes regarding each proposal are set forth below.

1. The stockholders elected the following individuals to serve on the Company’s board of directors until the annual meeting of stockholders to be held in 2023. The tabulation of votes with respect to the election of such directors was as follows:

| Nominees | For | Withheld | Broker Non-Votes |
|--|------------|-----------------|-------------------------|
| Karen L. Shoos (Chair of the Board) | 39,895,174 | 1,019,221 | 2,513,880 |
| Anthony S. Marucci (Chief Executive Officer) | 40,556,111 | 358,284 | 2,513,880 |
| Keith L. Brownlie | 40,117,901 | 796,494 | 2,513,880 |
| Cheryl L. Cohen | 40,705,544 | 208,851 | 2,513,880 |
| Herbert J. Conrad | 36,660,967 | 4,253,428 | 2,513,880 |
| James J. Marino | 40,508,460 | 405,935 | 2,513,880 |
| Garry A. Neil, M.D. | 40,584,802 | 329,593 | 2,513,880 |
| Harry H. Penner, Jr. | 40,217,260 | 697,135 | 2,513,880 |

2. The stockholders approved the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2022. The tabulation of votes with respect to this proposal was as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 43,306,987 | 15,700 | 105,588 |

3. The stockholders voted to approve, on an advisory, non-binding basis, the compensation for the Company’s named executive officers as disclosed in the Proxy Statement. The tabulation of votes with respect to this proposal was as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 40,017,356 | 717,052 | 179,987 | 2,513,880 |

SIGNATURES

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.

CELLDEX THERAPEUTICS, INC.

Dated: June 16, 2022

By: /s/ Sam Martin

Name: Sam Martin

Title: Senior Vice President and Chief Financial Officer
