

**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): **November 6, 2020**

**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 8.01. Other Events.

Previously, on May 19, 2016, Celldex Therapeutics, Inc. (the “Company”) entered into a Controlled Equity Offering<sup>SM</sup> Sales Agreement (the “Sales Agreement”) with Cantor Fitzgerald & Co. (“Cantor”), as sales agent, pursuant to which the Company may offer and sell, from time to time, through Cantor shares of its common stock, par value \$0.001 per share. On November 6, 2020, the Company filed a prospectus registering the offer and sale of shares of common stock of up to an additional \$50.0 million pursuant to the Sales Agreement.

The Company is not obligated to sell any shares under the Sales Agreement. Subject to the terms and conditions of the Sales Agreement, Cantor will use commercially reasonable efforts consistent with its normal trading and sales practices, applicable state and federal law, rules and regulations and the rules of the Nasdaq Capital Market to sell shares from time to time based upon the Company’s instructions, including any price, time or size limits specified by the Company. Under the Sales Agreement, Cantor may sell shares by any method deemed to be an “at the market offering” as defined in Rule 415(a)(4) under the U.S. Securities Act of 1933, as amended, or any other method permitted by law. Cantor’s obligations to sell shares under the Sales Agreement are subject to satisfaction of certain conditions, including customary closing conditions. The Company will pay Cantor a commission equal to 3.0% of the aggregate gross proceeds from each sale of shares and has agreed to provide Cantor with customary indemnification and contribution rights. The Company has also agreed to reimburse Cantor for certain specified expenses.

Sales of shares of common stock under the Sales Agreement will be made pursuant to the registration statement on Form S-3ASR (File No. 333-249917), which became effective upon filing with the U.S. Securities and Exchange Commission (the “SEC”), and a related prospectus filed with the SEC on November 6, 2020 for an aggregate offering price of up to an additional \$50.0 million.

As previously disclosed, on June 12, 2020, the Company filed a prospectus supplement (the “June 12 Prospectus Supplement”) registering the offer and sale of shares of common stock of up to \$75.0 million pursuant to the Sales Agreement, and on June 15, 2020, the Company filed a supplement to the June 12 Prospectus Supplement (the “June 15 Supplement”) to reduce the remaining amount of common stock being offered thereunder to \$18.25 million. After June 12, 2020 and through November 5, 2020, the Company has issued 1,554,351 shares of its common stock pursuant to the Sales Agreement for aggregate gross proceeds of approximately \$12.5 million. The Company does not intend to effect any further sales under the June 12 Prospectus Supplement or the June 15 Supplement and is currently only offering to sell shares of its common stock in an aggregate amount of \$50.0 million pursuant to the Sales Agreement.

The foregoing summary of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Sales Agreement, which is included as Exhibit 1.1 hereto.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any shares under the Sales Agreement, nor shall there be any sale of such shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

### Item 9.01 Financial Statements and Exhibits.

(d)

<b>Exhibit No.</b>	<b>Description.</b>
<u>1.1</u>	<u><a href="#">Controlled Equity Offering<sup>SM</sup> Sales Agreement, dated May 19, 2016, by and between Celldex Therapeutics, Inc. and Cantor Fitzgerald &amp; Co. (incorporated by reference to Exhibit 1.1 of the Company’s Current Report on Form 8-K, filed on May 19, 2016 with the Securities and Exchange Commission).</a></u>

**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: November 6, 2020

By: /s/ Sam Martin

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Sam Martin

Title: Senior Vice President and Chief Financial Officer