

**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 15, 2023**

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 15, 2023, at the 2023 Annual Meeting of Stockholders (the “Annual Meeting”) of Celldex Therapeutics, Inc. (the “Company”), the stockholders voted on the five 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 25, 2023 (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 2024. The tabulation of votes with respect to the election of such directors was as follows:

Nominees	For	Against	Abstain	Broker Non-Votes
Karen L. Shoos (Chair of the Board)	39,439,326	216,612	108,173	3,865,440
Anthony S. Marucci (Chief Executive Officer)	39,483,824	173,987	106,300	3,865,440
Keith L. Brownlie	39,345,213	309,126	109,772	3,865,440
Cheryl L. Cohen	39,228,229	426,357	109,525	3,865,440
Herbert J. Conrad	35,753,401	3,901,608	109,102	3,865,440
Rita I. Jain, M.D.	39,608,126	47,159	108,826	3,865,440
James J. Marino	39,484,114	170,691	109,306	3,865,440
Garry A. Neil, M.D.	33,452,228	6,202,305	109,578	3,865,440
Harry H. Penner, Jr.	39,462,062	192,380	109,669	3,865,440

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, 2023. The tabulation of votes with respect to this proposal was as follows:

For	Against	Abstain
43,417,304	98,580	113,667

3. The stockholders approved an amendment to our 2021 Omnibus Equity Incentive Plan, including an increase in the number of the shares reserved for issuance thereunder by 600,000 shares to 4,300,000 shares. The tabulation of votes with respect to this proposal was as follows:

For	Against	Abstain	Broker Non-Votes
30,227,954	9,422,093	114,064	3,865,440

4. 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
38,667,727	981,947	114,437	3,865,440

5. The stockholders voted to recommend, on an advisory, non-binding basis, the preferred frequency of advisory stockholder votes on the compensation of our named executive officers. The tabulation of votes with respect to this proposal was as follows:

1 Year	2 Year	3 Year	Abstain	Broker Non-Votes
39,023,941	28,372	596,115	115,683	3,865,440

The Company’s board of directors (the “Board”) has considered the outcome of this advisory vote on how often the Company will conduct an advisory vote on the compensation of our named executive officers and has determined, as was recommended with respect to this proposal by the Board in the Proxy Statement, that the Company will conduct future advisory votes on executive compensation every year until the occurrence of the next advisory vote on how often the Company will conduct an advisory vote on executive compensation. The next vote, on an advisory basis, on how often the Company will conduct an advisory vote on executive compensation is required to occur no later than the Company’s 2029 Annual Meeting of Stockholders.

Item 9.01. Financial Statements and Exhibits.

Exhibit No. Description

[10.1](#) [Celldex Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan \(as amended June 15, 2023\)](#)
104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 15, 2023

By: /s/ Sam Martin

Name: Sam Martin

Title: Senior Vice President and Chief Financial Officer

**AMENDMENT TO
CELLDEX THERAPEUTICS, INC.
2021 OMNIBUS EQUITY INCENTIVE PLAN**

Dated: April 11, 2023

This Amendment amends the Celldex Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan (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 17.2 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 amend the Plan to increase the number of shares available for awards under the plan by 600,000 shares in the manner hereinafter provided subject to approval by the Company’s stockholders.

NOW THEREFORE, the Plan is hereby amended as follows:

1. *Amendment.*

Section 4.1(a) of the Plan is amended and restated in its entirety as follows:

“(a) Subject to adjustment pursuant to Section 4.3 and any other applicable provisions hereof, the maximum aggregate number of shares of Common Stock which may be issued under all Awards granted to Participants under the Plan shall be (i) 4,300,000 shares plus (ii) such number of unused shares of Common Stock reserved under the Prior Plan as of the Effective Date, which unused reserve shall be rolled into this Plan (subsections (i) and (ii) together, the “Share Reserve”); all of which shares may, but need not, be issued in respect of Incentive Stock Options. In addition, there shall be rolled into this Plan and added to the Share Reserve (but not issued in respect of Incentive Stock Options) such number of shares of Common Stock subject to outstanding grants or awards under the Prior Plan as of the Effective Date which are thereafter forfeited, cancelled or otherwise lapse in accordance with the provisions of Section 4.1(b).”

2. *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/ Sam Martin

Name: Sam Martin

Title: Senior Vice President and
Chief Financial Officer
