

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Heath-Chiozzi Margo</u>			2. Issuer Name and Ticker or Trading Symbol <u>Celldex Therapeutics, Inc. [CLDX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ SVP OF REGULATORY AFFAIRS		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/30/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O CELLDX THERAPEUTICS, INC. 53 FRONTAGE ROAD, SUITE 220			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>HAMPTON</u>	<u>NJ</u>	<u>08827</u>						
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication					
			<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/30/2024		M		29,068	A	\$2.78	41,162 ⁽¹⁾	D	
Common Stock	05/30/2024		M		2,043	A	\$9.0165	43,205	D	
Common Stock	05/30/2024		M		2,608	A	\$10.38	45,813	D	
Common Stock	05/30/2024		S ⁽²⁾		38,719 ⁽²⁾	D	\$34.07 ⁽²⁾	7,094	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Incentive Stock Option (Right to Buy)	\$2.78	05/30/2024		M			29,068	(3)	06/19/2029	Common Stock 29,068	\$0	12,732	D	
Incentive Stock Option (Right to Buy)	\$9.0165	05/30/2024		M			2,043	(4)	06/13/2028	Common Stock 2,043	\$0	6,289	D	
Incentive Stock Option (Right to Buy)	\$10.38	05/30/2024		M			2,608	(5)	06/18/2030	Common Stock 2,608	\$0	81,392	D	

Explanation of Responses:

- Includes 847 shares of common stock acquired under the Celldex Therapeutics, Inc. 2004 Employee Stock Purchase Plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.850 to \$34.445 per share, inclusive. The reporting person undertakes to provide to Celldex Therapeutics, Inc., any security holder of Celldex Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- As of June 19, 2023, the option is fully vested.
- As of June 13, 2022, the option is fully vested.
- 25% vested on June 18, 2021 and the remainder vest quarterly (in equal amounts) over the subsequent 12 quarters.

/s/ Sam Martin, attorney-in-fact 06/03/2024
for Margo Heath-Chiozzi

** 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 4 (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.