

**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): **September 25, 2008**

AVANT IMMUNOTHERAPEUTICS, 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 (c) Appointment of Certain Officers.

On September 25, 2008, the Board of Directors of AVANT Immunotherapeutics, Inc. (the "Company") appointed Anthony S. Marucci, age 45, as the Company's Chief Executive Officer and President. Mr. Marucci had been serving as the Company's Chief Executive Officer and President on an interim basis since May 2008 in addition to his role as Executive Vice President, Corporate Development, a role which he assumed in March 2008 upon the consummation of the merger of Callisto Merger Corporation ("Merger Sub"), a wholly owned subsidiary of the Company with and into Celldex Therapeutics, Inc. ("Celldex"), a privately-held company (the "Merger"). Prior to the Merger, Mr. Marucci had been Celldex's Acting Chief Executive Officer since October 2007 and its Vice President, Chief Financial Officer, Treasurer and Secretary since May 2003. Mr. Marucci was a founding officer of Celldex and led that company's acquisitions of the business of Lorantis Limited and the assets of Alteris Therapeutics, Inc., which included the program which became Celldex's CDX-110 program. In addition, he was Treasurer of Medarex from December 1998 to March 2004. Mr. Marucci held a series of senior financial positions at Medarex since December 1998. Mr. Marucci received his M.B.A. from Columbia University.

Item 8.01 Other Events.

The Company held its annual meeting on September 25, 2008 ("2008 Annual Meeting") at which the matters described below were submitted to a vote of the stockholders. 12,639,603 shares of common stock out of 15,708,244 shares outstanding and entitled to vote were present, either in person or by proxy, at the 2008 Annual Meeting, thereby constituting a quorum.

At the 2008 Annual Meeting, the Company submitted a proposal to elect the following seven nominees to the Board of Directors to serve until the next Annual Meeting of Stockholders and until their respective successors shall have been duly elected and qualified: Charles R. Schaller, Herbert J. Conrad, Larry Ellberger, George O. Elston, Karen Shoos Lipton, Rajesh B. Parekh and Harry H. Penner, Jr. The votes cast for or withheld from each nominee were as follows:

Nominee:	Votes For:	Votes Withheld:
Charles R. Schaller	12,501,866 Shares	137,737 Shares
Herbert J. Conrad	12,502,353 Shares	137,250 Shares
Larry Ellberger	12,514,731 Shares	124,872 Shares
George O. Elston	12,514,766 Shares	124,837 Shares
Karen Shoos Lipton	12,502,631 Shares	136,972 Shares
Rajesh B. Parekh	12,513,116 Shares	126,487 Shares
Harry H. Penner, Jr.	12,478,807 Shares	160,796 Shares

At the 2008 Annual Meeting, the Company submitted a proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2008. The votes cast for, against or abstaining from were as follows:

No. of Shares Voted For:	No. of Shares Voted Against:	No. of Abstentions:
12,598,748	35,406	5,449

At the 2008 Annual Meeting, the Company submitted a proposal amend its Certificate of Incorporation to change its name to "Celldex Therapeutics, Inc." The votes cast for, against or abstaining from were as follows:

<u>No. of Shares Voted For:</u>	<u>No. of Shares Voted Against:</u>	<u>No. of Abstentions:</u>
12,519,810	106,830	12,963

The Company today announced that pursuant to the amended Certificate of Incorporation approved by its stockholders at the 2008 Annual Meeting the Company will change its name to Celldex Therapeutics, Inc. effective October 1, 2008 and that shares of its common stock will be listed under the ticker symbol "CLDX" commencing October 1, 2008. The Company also announced the appointment of Anthony S. Marucci as Chief Executive Officer and President. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated September 29, 2008

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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.

AVANT IMMUNOTHERAPEUTICS, INC.

Date: September 29, 2008

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

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FOR IMMEDIATE RELEASE/September 29, 2008

Anthony S. Marucci
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AVANT Immunotherapeutics Announces Name Change to Celldex Therapeutics

- Anthony S. Marucci Appointed President and CEO -

- Celldex to Trade Under NASDAQ Symbol CLDX Effective October 1 -

NEEDHAM, MA—September 29, 2008 - AVANT Immunotherapeutics, Inc. (NASDAQ: AVAN) (the “Company”), today announced that, pursuant to a previously announced shareholder vote, the Company will change its name to Celldex Therapeutics, Inc. effective October 1, 2008 and shares of the Company’s common stock will be listed on NASDAQ under the ticker symbol “CLDX” effective at market opening on the same day. The Board of Directors also announced the appointment of Anthony S. Marucci, who has been serving as interim President and Chief Executive Officer since May 2008, as President and Chief Executive Officer of the Company.

“Based on a strongly positive vote by the Company’s shareholders, we are assuming the name Celldex Therapeutics,” said Anthony S. Marucci, President and Chief Executive Officer. “This change reflects the Company’s expertise and focus on developing therapeutic vaccines and antibodies, including the APC Targeted Technology platform which is a combination of both and is synonymous with the Celldex name.”

AVANT Immunotherapeutics and Celldex Therapeutics completed a merger during the first quarter of 2008. The combined Company’s internal pipeline is fueled by the creation of novel immunotherapy candidates based on Celldex’s Precision Targeted Immunotherapy Platform (PTIP). PTIP employs a variety of immunotherapy assets including APC Targeting Technology™, which utilizes human monoclonal antibodies to deliver vaccines directly to their therapeutic targets.

“Since spinning out from Medarex as a private company, Celldex has built a reputation as a leader in the development of targeted immunotherapeutics to treat cancer and infectious disease.” Mr. Marucci continued, “We are proud to be able to carry on this important work under the same banner and I am honored to lead the Company forward as President and CEO.”

Charles R. Schaller, Chairman of the Board commented, “Anthony has demonstrated strong leadership as Celldex has grown both operationally and scientifically. We are confident that under his guidance the

Company will continue to make rapid progress in the development of new immunotherapy-based treatments for cancer and other serious diseases. On behalf of the Board, I am pleased to announce Anthony’s appointment and look forward to his continued contributions.”

In the past six months, Celldex’s lead candidate, CDX-110, has been successfully partnered with Pfizer and has continued to advance in its Phase 2b/3 trial in glioblastoma multiforme. The Company has also further enhanced the precision targeted immunotherapy platform by completing a licensing agreement with 3M that provides Celldex with access to TLR agonists for use as vaccine adjuvants in combination with our proprietary APC therapeutic vaccines.

About Celldex Therapeutics, Inc.

Celldex Therapeutics is an integrated biopharmaceutical company that applies its comprehensive Precision Targeted Immunotherapy Platform to generate a pipeline of candidates to treat cancer and other difficult-to-treat diseases. Celldex’s immunotherapy platform includes a complementary portfolio of monoclonal antibodies, antibody-targeted vaccines and immunomodulators to create novel disease-specific drug candidates. For more information, please visit <http://www.celldextherapeutics.com>.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995: *This release includes forward-looking statements that are subject to a variety of risks and uncertainties and reflect Celldex’s current views with respect to future events and financial performance. There are a number of important factors that could cause the actual results to differ materially from those expressed in any forward-looking statement made by Celldex. These factors include, but are not limited to: (1) the successful integration of the businesses, multiple technologies and programs of Celldex; (2) the ability to adopt Celldex’s APC Targeting Technology™ to develop new, safe and effective vaccines against oncology and infectious disease indications; (3) the ability to adapt Celldex’s vectoring systems to develop new, safe and effective orally administered vaccines against disease causing agents; (4) the ability to successfully complete product research and further development, including animal, preclinical and clinical studies, and commercialization of CDX-110, CDX-1307, CholeraGarde® (Peru-15), Ty800, ETEC E. coli vaccine, and other products and Celldex’s expectations regarding market growth; (5) the cost, timing, scope and results of ongoing safety and efficacy trials of CDX-110, CDX-1307, CholeraGarde® (Peru-15), Ty800, ETEC E. coli vaccine and other preclinical and clinical testing; (6) the ability to negotiate strategic partnerships or other disposition transactions for Celldex’s cardiovascular programs, including TP10 and CETi; (7) the ability of Celldex to manage multiple clinical trials for a variety of product candidates; (8) the volume and profitability of product sales of Megan® Vac 1, Megan® Egg and other future products; (9) GlaxoSmithKline’s, or Glaxo’s, process of obtaining regulatory approval for the sale of Rotarix® in additional commercial markets, as well as the timing and success of worldwide commercialization of Rotarix® by Glaxo, which is not within our control; (10) Glaxo’s strategy and business plans to launch and supply Rotarix® worldwide, including in the U.S. and other major markets, which is not within our control, and its payment of royalties to Celldex; (11) Pfizer’s and our strategy and business plans concerning the continued development and commercialization of CDX-110; (12) Celldex’s expectations regarding its technological capabilities and*

expanding its focus to broader markets for vaccines; (13) changes in existing and potential relationships with corporate collaborators; (14) the availability, cost, delivery and quality of clinical and commercial grade materials produced at Celldex’s own manufacturing facility or supplied by contract manufacturers and partners; (15) the timing, cost and uncertainty of obtaining regulatory approvals; (16) Celldex’s ability to develop and commercialize products before competitors that are superior to the alternatives developed by such competitors; (17) Celldex’s ability to retain certain members of management; (18) Celldex’s expectations regarding research and development expenses and general and administrative expenses; (19) Celldex’s expectations regarding cash balances, capital requirements, anticipated royalty payments (including those from Paul Royalty Fund), revenues and expenses, including infrastructure expenses; (20) the ability to obtain substantial additional funding; (21) Celldex’s belief regarding the validity of our patents and potential litigation; and (22) certain other factors that might cause Celldex’s actual results to differ materially from those in the forward-looking statements including those set forth under the headings “Business,” “Risk Factors” and Management’s Discussion and Analysis of Financial Condition and Results of Operations” in each of Celldex’s Annual Report on Form 10-K, its current Reports on Form 8-K, as well as those described in Celldex’s other press releases and filings with the Securities and Exchange Commission, from

time to time. You should carefully review all of these factors, and you should be aware that there may be other factors that could cause these differences. These forward-looking statements were based on information, plans and estimates at the date of this press release, and Celldex does not promise to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events or other changes.
