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 1, 2010**

CELLDEX THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**0-15006**	**13-3191702**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

119 Fourth Avenue **Needham, Massachusetts**	**02494-2725**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(781) 433-0771**

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 (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.02. Termination of a Material Definitive Agreement.

On September 1, 2010, Pfizer Vaccines, LLC ("Pfizer Vaccines") provided a written notice of termination (the "Notice") with respect to the License and Development Agreement dated April 16, 2008 ("License Agreement") between Celldex Therapeutics, Inc. ("Celldex"), and Pfizer Vaccines. Under the License Agreement, Celldex had granted to Pfizer Vaccines an exclusive worldwide license to a therapeutic cancer vaccine candidate, now called rindopepimut, for the treatment of glioblastoma multiforme and in other potential indications. Those rights will be returned to Celldex at the end of a 60-day transition period. The Notice was given under a provision of the License Agreement which permitted termination at any time and for any reason, upon 60-days' written notice to Celldex. The Notice did not state a reason for termination. However, a Pfizer spokesperson was quoted in a news article on Bloomberg.com on September 3, 2010, as follows: "As part of Pfizer Oncology's ongoing prioritization of assets across its broad research and development portfolio, the Company will be terminating its license and development agreement with Celldex Therapeutics for the investigational compound rindopepimut."

A copy of the Celldex press release relating to the above-referenced events is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Other Material Relationships with Pfizer Vaccines: Pfizer Vaccines is the holder of 781,250 shares of Celldex's common stock. In addition, the Company entered into a licensing agreement in December 2000 with Pfizer Inc.'s Animal Health Division ("AHD") (which we believe to be indirectly affiliated with Pfizer Vaccines) whereby AHD has licensed certain vaccine technology from the Company for the development of animal health and food safety vaccines. The term of the AHD agreement is through the expiration of the last of the patents covered by that agreement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	**Description**
99.1	Press Release dated September 3, 2010.

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.

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

Dated: September 7, 2010

FOR IMMEDIATE RELEASE/September 3, 2010

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CELLDEX THERAPEUTICS REGAINS WORLDWIDE RIGHTS TO RINDOPEPIMUT (CDX-110)

—Celldex to Advance Rindopepimut Clinical Program—

—Management to Host Conference Call Today at 8:30 AM Eastern Time—

NEEDHAM, MA (September 3, 2010): Celldex Therapeutics, Inc. (Nasdaq: CLDX) announced today it will regain full worldwide rights to develop and commercialize rindopepimut (CDX-110), effective November 1, 2010. Celldex and Pfizer Vaccines LLC entered into a global development and commercialization agreement in April 2008 for rindopepimut, an experimental therapeutic cancer vaccine that targets the tumor-specific molecule epidermal growth factor receptor variant III (EGFRvIII) in patients with Glioblastoma Multiforme (GBM). Pfizer has informed Celldex that the rindopepimut program is no longer a strategic priority of Pfizer and has terminated the agreement. As previously disclosed, across three clinical studies, rindopepimut has met or exceeded all pre-determined safety and efficacy objectives.

"There is a significant need for new therapies for GBM and we are fully committed to developing rindopepimut for the patients who suffer from this fatal disease," said Anthony Marucci, President and Chief Executive Officer of Celldex Therapeutics. "Importantly, the program has advanced significantly, including the completion of a multi-center Phase 2 study, the development of a diagnostic companion product, the manufacture of drug supply for clinical studies, and the execution of discussions with regulatory agencies on the design of a global controlled study. We believe the program is very well-positioned to advance into pivotal clinical studies and that the GBM market remains extremely attractive."

"Rindopepimut is widely perceived by clinicians as one of the most promising non-toxic drug candidates for a patient population that has very limited treatment options," commented Tom Davis, M.D., Chief Medical Officer of Celldex Therapeutics. "Moving forward, we remain committed to the brain cancer patient and physician community and to the continued development of rindopepimut."

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Rindopepimut has been studied in three open-label Phase 2 clinical studies in more than 110 patients with GBM confirmed positive for EGFRvIII expression. These studies consistently demonstrated significant improvements in median-time-to-disease progression, progression free survival and overall survival, when compared to historical controls receiving the standard of care. Celldex expects that new data from the ACT III study will be presented at the 2010 Society for Neuro-Oncology Scientific Annual Meeting, November 18-21, 2010 in Montreal, Canada. Between today and November 1, 2010, Celldex and Pfizer will work together to transition rindopepimut and related data, intellectual property and materials from Pfizer Vaccines to Celldex.

Webcast and Conference Call

Celldex will host a conference call and live webcast at 8:30 AM ET on Friday, September 3, 2010. The conference call will be webcast live over the Internet and can be accessed by logging on to the "News & Events" section of the Celldex Therapeutics website at www.celldextherapeutics.com. The call can also be accessed by dialing 866.804.6921 (within the United States) or 857.350.1667 (outside the United States). The passcode for participants is 22193209.

A replay of the call will be available approximately two hours after the live call concludes through September 10, 2010. To access the replay, dial 888-286-8010 (within the United States) or 617-801-6888 (outside the United States). The passcode is 34127647. The webcast will also be archived on the Company's website.

About Celldex Therapeutics, Inc.
Celldex Therapeutics is the first antibody-based combination immunotherapy company. Celldex has a pipeline of drug candidates in development for the treatment of cancer and other difficult-to-treat diseases based on its antibody focused Precision Targeted Immunotherapy Platform. The PTI Platform is a complementary portfolio of monoclonal antibodies, antibody-targeted vaccines and immunomodulators used in optimal combinations 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 contains "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including those related to the Company's strategic focus and the future development and commercialization (by Celldex and others) of rindopepimut (PF-04948568 or CDX-110), CDX-1307, CDX-011, CDX-1135 (formerly TP10),*

CDX-1401, CDX-1127, Belinostat and other products. Forward-looking statements reflect management's current knowledge, assumptions, judgment and expectations regarding future performance or events. Although management believes that the expectations reflected in such statements are reasonable, they give no assurance that such expectations will prove to be correct and you should be aware that actual results could differ materially from those contained in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including, but not limited to, our need to obtain additional capital necessary to advance the development of rindopepimut and our other programs and our ability to obtain such necessary additional capital on acceptable terms, or at all; our ability to adapt APC Targeting Technology™ to develop new, safe and effective vaccines against oncology and infectious disease indications; our ability to successfully complete product research and further development of our programs; our development partners' willingness to make announcements with respect to co-developed products; the uncertainties inherent in clinical testing; our ability to manage research and development efforts for multiple products at varying stages of development; our strategy and business plans concerning the continued development and commercialization of rindopepimut (PF-04948568 or CDX-110); our ability to successfully complete the transition of Rindopepimut from Pfizer to Celldex; the timing, cost and uncertainty of obtaining regulatory approvals; the failure of the market for the Company's programs to continue to develop; our ability to protect the Company's intellectual property; the loss of any executive officers or key personnel or consultants; our ability to successfully integrate the businesses, multiple technologies and programs of CuraGen and Celldex; competition; changes in the regulatory landscape or the imposition of regulations that affect the Company's products; and other factors listed in our annual report on Form 10-K for the fiscal year ended December 31, 2009, and its Forms 10-Q and 8-K.

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