

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>McMahon Gerald PhD</u> (Last) (First) (Middle) <u>C/O CELLDX THERAPEUTICS, INC.</u> <u>53 FRONTAGE ROAD, SUITE 220</u> (Street) <u>HAMPTON NJ 08827</u> (City) (State) (Zip) | 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/04/2018</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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, par value \$0.001 | 09/04/2018 | | F | | 2,813 | D | \$0.502 | 189,297 ⁽¹⁾⁽²⁾ | 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) | | 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) | | | | | |

Explanation of Responses:

- On November 28, 2016, in connection with the Reporting Person's employment severance agreement with Kolltan Pharmaceuticals, Inc., Reporting Person entered into a severance agreement (the "Severance Agreement") with Celldex Therapeutics, Inc. ("Issuer") whereby Issuer agreed to pay Reporting Person 267,356 shares of its common stock, par value \$0.001 per share ("Common Stock") less required tax and other withholdings (the "Withholdings"). The Reporting Person previously reported ownership of such 267,356 shares on his Form 3 filed with the Securities and Exchange Commission on December 15, 2016. The shares, less Withholdings, are issuable to Reporting Person in equal installments through December 2018.
- Pursuant to the Severance Agreement, On September 4, 2018, the Issuer issued 5,541 shares of its Common Stock to the Reporting Person. This Form 4 reflects the disposition to the Issuer of 2,813 shares of its Common Stock to satisfy required Withholdings in connection with such issuance of Common Stock to the Reporting Person.

/s/ Samuel B. Martin, attorney-
in-fact for Gerald McMahon 09/05/2018

** 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.