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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

(Mark one)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2012**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number 000-15006**

**CELLDEX THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>13-3191702</b> (I.R.S. Employer Identification No.)
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**119 Fourth Avenue, Needham, Massachusetts 02494**

(Address of principal executive offices) (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Class:	Name of Each Exchange on Which Registered:
Common Stock, par value \$.001	NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this Chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>
		<small>(Do not check if a smaller reporting company)</small>	

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's common stock held by non-affiliates as of June 30, 2012 was \$303.2 million. Exclusion of shares held by any person should not be construed to indicate that such person possesses the power, direct or indirect, to direct or cause the actions of the management or policies of the registrant, or that such person is controlled by or under common control with the registrant.

The number of shares of common stock outstanding at February 28, 2013 was 80,599,319 shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive Proxy Statement for our 2013 Annual Meeting of Stockholders are incorporated by reference into Part III of this Report.

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CELLDEX THERAPEUTICS, INC.  
ANNUAL REPORT ON FORM 10-K  
YEAR ENDED DECEMBER 31, 2012

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**Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995:** This Annual Report on Form 10-K contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions and future performance, and involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be forward-looking statements. You can identify these forward-looking statements through our use of words such as "may," "will," "can," "anticipate," "assume," "should," "indicate," "would," "believe," "contemplate," "expect," "seek," "estimate," "continue," "plan," "point to," "project," "predict," "could," "intend," "target," "potential" and other similar words and expressions of the future.

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 us. These factors include, but are not limited to:

- our ability to raise sufficient capital to fund our clinical studies to meet our long-term liquidity needs, on terms acceptable to us, or at all;
- our ability to successfully complete research and further development, including animal, preclinical and clinical studies, and commercialization of rindopepimut, CDX-011 and other drug candidates and the growth of the markets for those drug candidates;
- our ability to manage multiple clinical trials for a variety of drug candidates at different stages of development, including our Phase 3 trial for rindopepimut;
- the cost, timing, scope and results of ongoing safety and efficacy trials of rindopepimut, CDX-011 and other preclinical and clinical testing;
- our ability to fund and complete the development and commercialization of rindopepimut for North America internally;
- the ability to negotiate strategic partnerships, where appropriate, for our programs which may include rindopepimut outside of North America;
- our ability to adapt our proprietary antibody-targeted technology, or APC Targeting Technology™, to develop new, safe and effective therapeutics for oncology and infectious disease indications;
- our ability to develop technological capabilities and expand our focus to broader markets for targeted immunotherapeutics;
- the availability, cost, delivery and quality of clinical and commercial grade materials produced by our own manufacturing facility or supplied by contract manufacturers and partners;
- the availability, cost, delivery and quality of clinical management services provided by our clinical research organization partners;
- the timing, cost and uncertainty of obtaining regulatory approvals for our drug candidates;
- our ability to develop and commercialize products before competitors that are superior to the alternatives developed by such competitors;

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- the validity of our patents and our ability to avoid intellectual property litigation, which can be costly and divert management time and attention; and
- the factors listed under "Risk Factors" in this Annual Report on Form 10-K.

All forward-looking statements are expressly qualified in their entirety by this cautionary notice. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this report or the date of the document incorporated by reference into this report. We have no obligation, and expressly disclaim any obligation, to update, revise or correct any of the forward-looking statements, whether as a result of new information, future events or otherwise. We have expressed our expectations, beliefs and projections in good faith and we believe they have a reasonable basis. However, we cannot assure you that our expectations, beliefs or projections will result or be achieved or accomplished.

**PART I****Item 1. BUSINESS****Overview**

Celldex Therapeutics, Inc., which we refer to as "Celldex," "we," "us," "our" or the "Company," is a biopharmaceutical company focused on the development and commercialization of several immunotherapy technologies for the treatment of cancer and other difficult-to-treat diseases. Our drug candidates are derived from a broad set of complementary technologies which have the ability to utilize the human immune system and enable the creation of therapeutic agents. We are using these technologies to develop targeted immunotherapeutics comprised of antibodies, adjuvants and monotherapies and antibody-drug conjugates that prevent or treat cancer and other diseases that modify undesirable activity by the body's own proteins or cells.

Our lead drug candidates include rindopepimut (CDX-110), a targeted immunotherapeutic in a pivotal Phase 3 study for the treatment of front-line glioblastoma and a Phase 2 study for the treatment of recurrent glioblastoma and CDX-011, an antibody-drug conjugate which recently completed a randomized Phase 2b study for the treatment of advanced breast cancer. In addition, we have a number of earlier stage candidates in clinical development, including CDX-1135, a molecule that inhibits a part of the immune system called the complement system, CDX-1127, a therapeutic fully human monoclonal antibody for cancer indications, CDX-301, an immune cell mobilizing agent and dendritic cell growth factor and CDX-1401, an APC Targeting Technology™ program for cancer indications. Our drug candidates address market opportunities for which we believe current therapies are inadequate or non-existent.

We are building a fully integrated, commercial-stage biopharmaceutical company that develops important therapies for patients with unmet medical needs. Our program assets provide us with the strategic options to either retain full economic rights to our innovative therapies or seek favorable economic terms through advantageous commercial partnerships. This approach allows us to maximize the overall value of our technology and product portfolio while best ensuring the expeditious development of each individual product.

The following table includes the programs that we currently believe are significant to our business:

<b>Product (generic)</b>	<b>Indication/Field</b>	<b>Partner</b>	<b>Status</b>
<b>CLINICAL</b>			
CDX-110 (rindopepimut)	Front-line glioblastoma	—	Phase 3
CDX-011 (glembatumumab vedotin)	Metastatic breast cancer and melanoma	—	Phase 2b
CDX-110 (rindopepimut)	Recurrent glioblastoma	—	Phase 2
CDX-1135	Renal disease	—	Pilot
CDX-1127	Lymphoma/leukemia and solid tumors	—	Phase 1
CDX-301	Cancer, autoimmune disease and transplant	—	Phase 1
CDX-1401	Multiple solid tumors	—	Phase 1
<b>PRECLINICAL</b>			
CDX-014	Ovarian and renal cancer	—	Preclinical

Our success has depended and will continue to depend upon many factors, including our ability, and that of our licensees and collaborators, to successfully develop, obtain regulatory approval for and commercialize our drug candidates. We have had no commercial revenues from sales of our drug candidates and we have had a history of operating losses. It is possible that we may not be able to

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successfully develop, obtain regulatory approval for or commercialize our drug candidates, and we are subject to a number of risks that you should be aware of before investing in us. These risks are described more fully in "Item 1A. Risk Factors."

We are incorporated in Delaware. Our website is located at <http://www.celldextherapeutics.com>. On our website, investors can obtain, free of charge, a copy of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act of 1934, as amended, as soon as reasonably practicable after we file such material electronically with, or furnish it to, the Securities and Exchange Commission, or SEC. None of the information posted on our website is incorporated by reference into this Annual Report.

**Clinical Development Programs**

*Rindopepimut*

Our lead clinical development program, rindopepimut, is a targeted immunotherapeutic that targets the tumor-specific molecule, epidermal growth factor receptor variant III, or EGFRvIII. EGFRvIII is a mutated form of the epidermal growth factor receptor, or EGFR, that is only expressed in cancer cells and not in normal tissue and can directly contribute to cancer cell growth. EGFRvIII is expressed in approximately 30% of glioblastoma, or GB, tumors, also referred to as glioblastoma multiforme, or GBM, the most common and aggressive form of brain cancer. Rindopepimut is composed of the EGFRvIII peptide linked to a carrier protein called Keyhole Limpet Hemocyanin, or KLH, and administered together with the adjuvant GM-CSF. The Food and Drug Administration, or FDA, and the European Medicines Agency, or EMA, have both granted orphan drug designation for rindopepimut for the treatment of EGFRvIII expressing GB. The FDA has also granted Fast Track designation.

In April 2008, we and Pfizer Inc. entered into a License and Development Agreement under which Pfizer was granted an exclusive worldwide license to rindopepimut. This agreement provided for reimbursement by Pfizer of all costs incurred by us in connection with the collaboration since the effective date. In November 2010, the agreement was terminated and all rights to rindopepimut were returned to us. Since the termination of this agreement, Pfizer is no longer funding the development of rindopepimut.

The Phase 2a study of rindopepimut referred to as ACTIVATE was led by collaborating investigators at the Brain Center at Duke Comprehensive Cancer Center in Durham, North Carolina and at M.D. Anderson Cancer Center in Houston, Texas and enrolled 18 evaluable GB patients. An extension of the Phase 2a study referred to as ACT II evaluated 22 additional GB patients treated in combination with the current standard of care, maintenance temozolomide, or TMZ, at the same two institutions.

We initiated ACT III, a Phase 2b/3 randomized study of rindopepimut combined with standard of care, TMZ, versus standard of care alone in patients with GB in over 30 sites throughout the United States. In December 2008, we announced an amendment to convert the ACT III study to a single-arm Phase 2 clinical trial in which all patients were to receive rindopepimut in combination with TMZ. The decision, which followed the recommendation of the Independent Data Monitoring Committee, was based on the observation that the majority of patients randomized to the control (standard of care) arm withdrew from this open-label study after being randomized to the control arm. Patients participating in the control arm of the study were offered the option to receive treatment with rindopepimut. Under this amendment, the ACT III study provided for a multi-center, non-randomized dataset for rindopepimut in patients with newly diagnosed GB.

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In November 2012, we announced three-year survival data for each of our three Phase 2 studies in rindopepimut, ACT III, ACT II and ACTIVATE. The median overall survival, or OS, in ACT III was 24.6 months from diagnosis (21.8 months from study entry) and OS was 26% at three years. The median OS in ACT II was 24.4 months from diagnosis (20.5 months from study entry) and OS was 23% at three years. The median OS in ACTIVATE was 24.6 months from diagnosis (20.4 months from study entry) and OS was 33% at three years. In addition we also announced data from a retrospective analysis of EGFRvIII expression status and associated clinical outcome in the Phase 3 Radiation Therapy Oncology Group's, or RTOG, 0525 study. This analysis was conducted by The University of Texas MD Anderson Cancer Center in cooperation with RTOG to provide an assessment of the prognosis for patients with EGFRvIII-positive disease contemporary with the ACT III data. Across three Phase 2 studies of rindopepimut, survival data remains consistent and suggests a continuing survival benefit in comparison to independent control datasets (see chart below) at the median and at three years.

**Rindopepimut Overall Survival (OS) in EGFRvIII-Positive Glioblastoma vs Independent Control Datasets**

**Rindopepimut Phase 2 Studies (all data from study entry)**

	<u>Medium (months)</u>	<u>OS at 3 years</u>
ACT III (n=65)	21.8	26%
ACT II (n=22)	20.5	23%
ACTIVATE (n=18)	20.4	33%

**Independent Control Datasets (all data from study entry)**

MD Anderson EGFRvIII-positive patients matched(1) to ACTIVATE patient population (n=17) <i>(contemporary with ACTIVATE)</i>	12.2(2)	6%
Radiation Therapy Oncology Group (RTOG) 0525 study—all EGFRvIII-positive patients (n=142) <i>(contemporary with ACT III)</i>	15.1	18%
RTOG 0525 study—all EGFRvIII-positive patients treated with standard dose temozolomide (n=62) <i>(contemporary with ACT III)</i>	14.2	7%
RTOG 0525 study—EGFRvIII-positive patients matched(1) to ACT III/IV patient population (n=29) <i>(contemporary with ACT III)</i>	16	13%

- (1) Controls are closely matched to rindopepimut patient criteria including gross total resection of patient tumor and ~3 months without disease progression at time of study entry
- (2) In order to provide comparable timeframes across datasets, data have been estimated assuming study entry at three months from diagnosis.

In December 2011, we initiated ACT IV, a pivotal, randomized, double-blind, controlled Phase 3 study of rindopepimut in patients with surgically resected, EGFRvIII-positive GB. Patients are randomized after the completion of surgery and standard chemoradiation treatment. The treatment regime includes a rindopepimut priming phase post-radiation followed by an adjuvant TMZ phase and a rindopepimut maintenance therapy phase. Patients are treated until disease progression or intolerance to therapy. The primary objective of the study is to determine whether rindopepimut plus adjuvant GM-CSF improves the overall survival of patients with newly diagnosed EGFRvIII-positive GB after Gross Total Resection, or GTR, when compared to treatment with TMZ and a control injection of KLH. KLH is a component of rindopepimut and was selected due to its ability to generate a similar injection site reaction to that observed with rindopepimut. ACT IV will enroll up to 440 patients at over 150 centers worldwide to recruit approximately 374 patients with GTR to be included in the

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primary analysis. We expect to complete patient accrual by the end of 2013 and anticipate receiving data 18 to 24 months after completing accrual. We anticipate ACT IV to cost over \$60 million during its duration.

In December 2011, we also initiated ReACT, a Phase 2 study of rindopepimut in combination with Avastin® in patients with recurrent EGFRvIII-positive GB. ReACT will enroll approximately 95 patients in a first or second relapse of GB following receipt of standard therapy and will be conducted at approximately 20 sites across the United States. Approximately 70 patients who have yet to receive Avastin will be randomized to receive either rindopepimut and Avastin or a control injection of KLH and Avastin in a blinded fashion. Another 25 patients who are refractory to Avastin having received Avastin in either the frontline or recurrent setting with subsequent progression will receive rindopepimut plus Avastin in a single treatment arm. We expect data from this study to be available in the second half of 2013.

In addition, researchers at Stanford University are conducting an investigator sponsored, pilot trial of rindopepimut in pediatric patients with pontine glioma. Patient enrollment is ongoing for this trial.

### *Glembatumumab Vedotin (CDX-011)*

CDX-011 is an antibody-drug conjugate, or ADC, that consists of a fully-human monoclonal antibody, CR011, linked to a potent cell-killing drug, monomethyl-auristatin E, or MMAE. The CR011 antibody specifically targets glycoprotein NMB, referred to as GPNMB, that is expressed in a variety of human cancers including breast cancer and melanoma. The ADC technology, comprised of MMAE and a stable linker system for attaching it to CR011, was licensed from Seattle Genetics, Inc. The ADC is designed to be stable in the bloodstream. Following intravenous administration, CDX-011 targets and binds to GPNMB and upon internalization into the targeted cell, CDX-011 is designed to release MMAE from CR011 to produce a cell-killing effect. The FDA has granted Fast Track designation to CDX-011 for the treatment of advanced, refractory/resistant GPNMB-expressing breast cancer.

**Treatment of Breast Cancer:** In June 2008, an open-label, multi-center Phase 1/2 study was initiated of CDX-011 administered intravenously once every three weeks to patients with locally advanced or metastatic breast cancer who had received prior therapy (median of seven prior regimens). The study began with a bridging phase to confirm the maximum tolerated dose, or MTD, and then expanded into a Phase 2 open-label, multi-center study.

The study confirmed the safety of CDX-011 at the pre-defined maximum dose level (1.88 mg/kg) in 6 patients. An additional 28 patients were enrolled in an expanded Phase 2 cohort (for a total of 34 treated patients at 1.88 mg/kg, the Phase 2 dose) to evaluate the PFS rate at 12 weeks. As previously seen in melanoma patients, the 1.88 mg/kg dose was well tolerated in this patient population with the most common adverse events of rash, alopecia, and fatigue. The primary activity endpoint, which called for at least 5 of 25 (20%) patients in the Phase 2 study portion to be progression-free at 12 weeks, was met as 9 of 26 (35%) evaluable patients were progression-free at 12 weeks.

For all patients treated at the maximum dose level, tumor shrinkage was seen in 62% (16/26) and median PFS was 9.1 weeks. A subset of 10 patients had "triple negative disease," a more aggressive breast cancer subtype that carries a high risk of relapse and reduced survival as well as limited therapeutic options due to lack of over-expression of HER2/neu, estrogen and progesterone receptors. In these patients, 78% (7/9) had some tumor shrinkage, 12-week PFS rate was 70% (7/10), and median PFS was 17.9 weeks. Tumor samples from a subset of patients across all dose groups were analyzed for GPNMB expression. The tumor samples from most patients showed evidence of stromal and/or tumor cell expression of GPNMB.

In December 2011, we completed enrollment of EMERGE, a randomized, multi-center Phase 2b study of CDX-011 in 122 patients with heavily pre-treated, advanced, GPNMB positive breast cancer.

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Patients were randomized (2:1) to receive either CDX-011 or single-agent Investigator's Choice, or IC, chemotherapy. Patients randomized to receive IC were allowed to cross over to receive CDX-011 following disease progression. Activity endpoints include response rate, PFS and OS.

In December 2012, we announced final results, as shown below, from the EMERGE study which suggested that CDX-011 induces significant response rates compared to currently available therapies in patient subsets with advanced, refractory breast cancers with GPNMB over-expression (expression in greater than 25% of tumor cells) and in patients with triple negative breast cancer. The overall survival, or OS, and progression free survival, or PFS, of patients treated with CDX-011 was also observed to be greatest in patients with triple negative breast cancer who also over-express GPNMB and all patients with GPNMB over-expression.

**EMERGE: Overall Response Rate and Disease Control Data**

	All Patients		Triple Negative		On target effect clearly demonstrated in targeted patient populations			
					GPNMB Over-Expression		Triple Negative and GPNMB Over-Expression	
	CDX-011 (n=81)	IC (n=36)	CDX-011 (n=27)	IC (n=9)	CDX-011 (n=25)	IC (n=8)	CDX-011 (n=12)	IC (n=4)
Response	16%	14%	19%	0%	32%	13%	33%	0%
Disease Control Rate	57%	53%	67%	33%	64%	38%	75%	25%

Responses per RECIST 1.1; IC = Investigator's Choice; CDX-011 arm includes 15 patients who crossed over to receive CDX-011 treatment after progression on IC. Analysis of best response excludes patients who discontinued from study without evaluable post-baseline radiographic imaging (n=15 for CDX-011 arm; n=5 for IC arm).

**EMERGE: Overall Survival (OS) and Progression Free Survival (PFS) Data**

	All Patients		Triple Negative		On target effect clearly demonstrated in targeted patient populations			
					GPNMB Over-Expression		Triple Negative and GPNMB Over-Expression	
	CDX-011	IC	CDX-011	IC	CDX-011	IC	CDX-011	IC
Median OS (months)	7.5	7.4	6.9	6.5	10.0	5.7	10.0	5.5
	p=0.24		p=0.30		p=0.18		p=0.003	
Median PFS (months)	2.1	2.0	2.3	1.6	2.7	1.5	3.0	1.5
	p=0.38		p=0.43		p=0.14		p=0.008	

Analyses include all treated patients. Patients who initially received Investigator's Choice (IC) and subsequently crossed over to receive CDX-011 (n=15) are included in the PFS analysis for each treatment. These patients, with a median OS of 12.5 months, are assigned to the IC arm only for OS analysis. Median OS for the remaining IC patients who did not cross over is 5.4 months. When cross over patients are removed, median OS in patients with GPNMB over-expression is 10.0 months for CDX-011 vs 5.2 months for IC (p=0.05) and median OS in triple negative patients with GPNMB over-expression is 10.0 months for CDX-011 vs 5.2 months for IC (p=0.009).

In December 2012, we had our end of Phase 2b meeting with the FDA for our CDX-011 program. Based on this meeting, we intend to initiate a randomized study of CDX-011 suitable for accelerated

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approval in patients with triple negative breast cancer that also over-express GPNMB in the second half of 2013.

One lot of our CDX-011 product candidate was aseptically filled in 2009 by Formatech, a third party contract manufacturer. At the end of January 2012, we were notified by the FDA that because significant Good Manufacturing Practice, or cGMP, violations were uncovered during inspection of Formatech, our Phase 2b study for CDX-011 was being placed on partial clinical hold. The clinical hold did not significantly impact the conduct or analysis of the Phase 2b study for purposes of determining next steps in our future development of CDX-011. In March 2013, we received written confirmation from the FDA that the clinical hold was removed following their review of our clinical hold response regarding reprocessing of the CDX-011 manufactured at Formatech.

**Treatment of Metastatic Melanoma:** In 2009, we completed enrollment of 117 patients in a Phase 1/2 open-label, multi-center, dose escalation study to evaluate the safety, tolerability and pharmacokinetics of CDX-011 for patients with un-resectable Stage III or Stage IV melanoma who had failed no more than one prior line of cytotoxic therapy. The MTD was determined to be 1.88 mg/kg administered intravenously once every three weeks. The study achieved its primary activity objective with an ORR in the Phase 2 cohort of 15% (5/34). Median PFS was 3.9 months. CDX-011 was generally well tolerated, with the most frequent treatment-related adverse events being rash, fatigue, hair loss, pruritus, diarrhea and neuropathy. In the subset of patients with tumor biopsies, high levels of tumor expression of GPNMB appeared to correlate with favorable outcome. In the seven patients whose tumors were found to express high amounts of GPNMB, and who were treated at the maximum tolerated doses across all dosing schedules, median PFS was 4.9 months. The development of rash, which may be associated with the presence of GPNMB in the skin also seemed to correlate with greater PFS.

We intend to initially focus our resources on advancing CDX-011 for the treatment of breast cancer while pursuing further development of CDX-011 in melanoma and other indications that are known to express GPNMB.

*CDX-1135*

CDX-1135 is a molecule that inhibits a part of the human immune system called the complement system. The complement system is a series of proteins that are important initiators of the body's acute inflammatory response against disease, infection and injury. Excessive complement activation also plays a role in some persistent inflammatory conditions. CDX-1135 is a soluble form of naturally occurring Complement Receptor 1 that has been shown to inhibit the activation of the complement cascade in animal models and in human clinical trials. In preclinical studies, CDX-1135 has been shown to inhibit both the classical and alternative pathways of complement activation.

Dense Deposit Disease, or DDD, is a rare and devastating disease that is caused by uncontrolled activation of the alternative pathway of complement and leads to progressive kidney damage in children. There is currently no treatment for patients with DDD and about half progress to end-stage renal disease within 10 years. Because DDD recurs in virtually all patients who receive a kidney transplant, transplantation is not a viable option for these patients. In animal models of DDD, CDX-1135 treatment showed evidence of reversal of kidney damage.

Initial experience under an investigator sponsored IND indicated that CDX-1135 limits complement abnormalities in DDD. In 2011, we completed process development activities and in 2011 and 2012 we manufactured multiple runs of cGMP clinical drug product at our Fall River manufacturing facility in preparation for our Phase 2 pilot study. We are planning to initiate a pilot study of CDX-1135 in a small number of DDD patients to determine the appropriate dose and regimen for further clinical development based on safety, tolerability and biological activity with data expected by the end of 2013.

*CDX-1127*

CDX-1127 is a human monoclonal antibody that targets CD27, a potentially important target for immunotherapy of various cancers. We have entered into license agreements with the University of Southampton, UK for intellectual property related to uses of anti-CD27 antibodies and with Medarex (now a subsidiary of the Bristol-Myers Squibb Company) for access to the UltiMab technology to develop and commercialize human antibodies to CD27. CD27 acts downstream from CD40 and may provide a novel way to regulate the immune responses. CD27 is a co-stimulatory molecule on T cells and is over-expressed in certain lymphomas and leukemias. CDX-1127 is an agonist antibody designed to have two potential therapeutic mechanisms. CDX-1127 has been shown to activate immune cells that can target and eliminate cancerous cells in tumor-bearing mice and to directly kill or inhibit the growth of CD27 expressing lymphomas and leukemias in vitro and in vivo. Both mechanisms have been seen even at low doses in appropriate preclinical models.

In November 2011, we initiated an open label, dose-escalating Phase 1 study of CDX-1127 in patients with selected malignant solid tumors or hematologic cancers at multiple clinical sites in the United States. The Phase 1 study is designed to test five escalating doses of CDX-1127 to determine a Phase 2 dose for further development based on safety, tolerability, potential activity and immunogenicity. The study will accrue approximately 30 patients in each of the two arms, either selected refractory or relapsed solid tumors or lymphomas or leukemias known to express CD27. Patients will have received all appropriate prior therapies for their specific disease. The trial design incorporates both single dosing and multiple dosing regimens at each dose level. Enrollment has completed in the Phase 1 portion of the solid tumor arm and CDX-1127 was determined to be well tolerated to date, including at the highest dose level. Following a review of the clinical data from these patients, an expansion cohort will be enrolled in 2013. We continue to enroll patients in the dose escalation portion of the lymphoma and leukemia arm and also plan the initiation of an expansion cohort of this arm in 2013. We anticipate reporting data from the CDX-1127 program in the second half of 2013.

*CDX-301*

CDX-301 is a FMS-like tyrosine kinase 3 ligand, or Flt3L, stem cell mobilizer and dendritic cell growth factor. We licensed CDX-301 from Amgen in March 2009. CDX-301 is a potent hematopoietic cytokine that stimulates the expansion and differentiation of hematopoietic progenitor and stem cells. CDX-301 has demonstrated a unique capacity to increase the number of circulating dendritic cells in both laboratory and clinical studies. In addition, CDX-301 has shown impressive results in models of cancer, infectious diseases and inflammatory/autoimmune diseases. We believe CDX-301 may hold significant opportunity for synergistic development in combination with other proprietary molecules in our portfolio.

In February 2013, we announced final results from our dose-escalating Phase 1 study of CDX-301 in 30 healthy subjects in collaboration with Rockefeller University. The Phase 1 study evaluated seven different dosing regimens of CDX-301 to determine the appropriate dose for further development based on safety, tolerability, and biological activity. The data from the study were consistent with previous clinical experience and demonstrated that CDX-301 was well-tolerated and can effectively mobilize hematopoietic stem cell populations in healthy volunteers. Based on the safety profile and the increases observed for CD34+ stem cells and dendritic cells, we plan to initiate a pilot study in hematopoietic stem cell transplant by the end of 2013.

*CDX-1401*

CDX-1401, developed from our APC Targeting Technology, is a fusion protein consisting of a fully human monoclonal antibody with specificity for the dendritic cell receptor, DEC-205, linked to the NY-ESO-1 tumor antigen. In humans, NY-ESO-1 has been detected in 20 - 30% of all melanoma, lung, esophageal, liver, gastric, prostate, ovarian and bladder cancers, thus representing a broad opportunity. This product is intended to selectively deliver the NY-ESO-1 antigen to dendritic cells for generating robust immune responses against cancer cells expressing NY-ESO-1. We are developing CDX-1401 for the treatment of malignant melanoma and a variety of solid tumors which express the proprietary cancer antigen NY-ESO-1, which we licensed from the Ludwig Institute for Cancer Research in 2006. Preclinical studies have shown that CDX-1401 is effective for activation of human T cell responses against NY-ESO-1.

In October 2012, we announced results from a dose-escalating, multi-center, Phase 1 study that evaluated three different doses of CDX-1401 in combination with toll-like receptor agonists poly-ICLC or Hiltonol™ and/or R848 or resiquimod. In total, the study enrolled 45 patients with advanced malignancies that had progressed after any available curative and/or salvage therapies. 60% of patients had confirmed NY-ESO expression in archived tumor sample. Thirteen patients maintained stable disease for up to 13.4 months with a median of 6.7 months. Treatment was well-tolerated and there were no dose limiting toxicities. Humoral responses were elicited in both NY-ESO-1 positive and negative patients. NY-ESO-1-specific T cell responses were absent or low at baseline, but increased post-vaccination in 53% of evaluable patients, including both CD4 and/or CD8 T cell responses. Robust immune responses were observed with CDX-1401 with resiquimod and Poly ICLC alone and in combination. The study has identified a well-tolerated and immunogenic regimen to take forward into the future studies and we expect that a study sponsored by the Cancer Immunotherapy Trials Network of the National Cancer Institute will be initiated in 2013.

**Preclinical Programs**

*CDX-014*

CDX-014 is a fully-human monoclonal ADC that targets TIM-1, a molecule that is highly expressed on renal and ovarian cancers with minimal expression in normal tissues. The antibody, CDX-014, is linked to MMAE using Seattle Genetics' proprietary technology. The ADC is designed to be stable in the bloodstream, but to release MMAE upon internalization into TIM-1-expressing tumor cells, resulting in a targeted cell-killing effect. CDX-014 has shown potent activity in preclinical models of ovarian and renal cancer. We are conducting proof-of-concept studies in 2013 to optimize the drug candidate to move into future manufacturing and IND-enabling studies.

**Development Strategy**

*Precision Targeted Immunotherapy Platform:*

We believe there is untapped potential in immunotherapy that can be captured through the right combination of therapeutic agents. Immunotherapy approaches have encountered difficulties when following standard drug development. The mechanisms of action are complex, activity is generally not dependent on highest tolerated dose and patient response is highly variable. Our understanding of the immune system, cancer's effect on immune mediated mechanisms, and the impact of conventional therapies on the immune system provides a new rationale for combining therapies that may lead to significant clinical responses.

Our intent is to leverage this knowledge and the availability of good, tested products that may not be sufficiently effective to be commercialized as a monotherapy, but which we believe may be very effective in combination approaches. Our goal is to design and develop targeted products that maximize

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the efficacy of immunotherapy regimens through combinations of therapeutic agents in significant and growing markets. We establish governmental and corporate alliances to fund development when appropriate and intend to commercialize our products either through our own direct selling efforts or, for products which we cannot develop ourselves through to commercialization, through corporate partners. This approach allows us to maximize the overall value of our technology and product portfolios while best ensuring the expeditious development of each individual product.

Factors that may significantly harm our commercial success, and ultimately the market price of our common stock, include but are not limited to, announcements of technological innovations or new commercial products by our competitors, disclosure of unsuccessful results of clinical testing or regulatory proceedings and governmental approvals, adverse developments in patent or other proprietary rights, public concern about the safety of products developed by us and general economic and market conditions. See "Item 1A. Risk Factors."

### **Partnerships**

Our current plans are to retain the rights to develop and commercialize rindopepimut in North America. We may explore potential development and commercialization collaborations for any of our programs where appropriate, which may include opportunities to commercialize rindopepimut outside of North America.

We have entered into collaborative partnership agreements with pharmaceutical and other companies and organizations that provided financial and other resources, including capabilities in research, development, manufacturing, and sales and marketing, to support our research and development programs and may enter into more of them in the future.

Partnership agreements may terminate without benefit to us if the underlying products are not fully developed. If we fail to meet our obligations under these agreements, they could terminate and we might need to enter into relationships with other collaborators and to spend additional time, money, and other valuable resources in the process. We cannot predict whether our collaborators will continue their development efforts or, if they do, whether their efforts will achieve success. Many of our collaborators face the same kinds of risks and uncertainties in their business that we face. A delay or setback to a partner will, at a minimum, delay the commercialization of any affected products, and may ultimately prevent it. Moreover, any partner could breach its agreement with us or otherwise not use best efforts to promote our products. A partner may choose to pursue alternative technologies or products that compete with our technologies or products. In either case, if a partner failed to successfully develop one of our products, we would need to find another partner. Our ability to do so would depend upon our legal right to do so at the time and whether the product remained commercially viable.

#### *GlaxoSmithKline plc (Glaxo)*

Rotavirus is a major cause of diarrhea and vomiting in infants and children. In 1997, we licensed our oral rotavirus strain to Glaxo and Glaxo assumed responsibility for all subsequent clinical trials and all other development activities. We licensed-in the rotavirus strain that was used to develop Glaxo's Rotarix rotavirus vaccine in 1995 and owe a license fee of 30% to Cincinnati Children's Hospital Medical Center, or CCH, on net royalties received from Glaxo. In May 2005, we entered into an agreement whereby an affiliate of Paul Royalty Fund II, L.P., or PRF, purchased a 70% interest in the net royalties we received on worldwide sales of Rotarix.

In December 2012, a U.S. patent for our rotavirus strain that we licensed to Glaxo expired. The Glaxo agreement terminates automatically upon the expiration, lapse or invalidation of the last relevant patent right (patent or patent application) covered by the Glaxo agreement. The only remaining relevant patent right is a patent application in Mexico with a projected final expiry date in May 2013

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which is under appeal. The PRF agreement provided for a normal expiry of the PRF agreement on December 12, 2012 except that the PRF agreement provides for an exclusive 120-day right of negotiation for extension in certain circumstances.

*Vaccine Technologies, Inc. (VTI)*

In January 2009, we entered into a license agreement with VTI under which we granted a worldwide exclusive license to VTI to develop and commercialize our CholeraGarde and ETEC vaccine programs. We may receive milestone payments of up to \$0.8 million and royalties in the low to mid teens with respect to development and commercialization of the technology licensed to VTI.

*TopoTarget A/S (TopoTarget)*

Under our agreement with TopoTarget, we could receive up to \$6 million in either potential commercial milestone payments related to future net sales of Belinostat or 10% of any sublicense income received by TopoTarget. We have no financial and operational responsibility for the clinical development of Belinostat under our agreement with TopoTarget. In February 2010, TopoTarget entered into a co-development and commercialization agreement for Belinostat with Spectrum Pharmaceuticals, Inc. resulting in our receipt of \$3 million of the \$6 million potential payments under our agreement with TopoTarget.

**Research Collaboration and License Agreements**

We have entered into license agreements whereby we have received licenses or options to license technology, specified patents and/or patent applications. These license and collaboration agreements generally provide for royalty payments equal to specified percentages of product sales, annual license maintenance fees, continuing patent prosecution costs and potential future milestone payments to third parties upon the achievement of certain development, regulatory and/or commercial milestones.

*Medarex, Inc., a subsidiary of Bristol-Myers Squibb (Medarex)*

We and Medarex, a former related party, have entered into the following agreements, each of which was approved by a majority of its independent directors who did not have an interest in the transaction. These agreements include:

- An Assignment and License Agreement, as amended, (Assignment and License Agreement) that provides for the assignment of certain patent and other intellectual property rights and a license to certain Medarex technology related to the Company's APC Targeting Technology™ and an anti-mannose receptor product; and
- A Research and Commercialization Agreement, as amended, (Research and Commercialization Agreement) that provides us with certain rights to obtain exclusive commercial licenses to proprietary monoclonal antibodies raised against certain antigens utilizing the Medarex UltiMab technology platform for generating antibodies until December 2015.

Under the terms of the Assignment and License Agreement, we may be required to pay royalties in the low-single digits on any net product sale of a Licensed Royalty-Bearing Product or Anti-Mannose Product to Medarex until the later of (i) the expiration of the last to expire applicable patent and (ii) the tenth anniversary of the first commercial sale of such licensed product. Under the terms of the Research and Commercialization Agreement, we may be required to pay milestones of up to \$7.0 million upon obtaining first approval for commercial sale in a first indication of a product containing a licensed antibody and royalty payments in the low- to mid-single digits on any net product sales to Medarex with respect to the development of any products containing such licensed antibodies until the later of (i) the expiration of the last to expire applicable patent and (ii) the tenth anniversary

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of the first commercial sale of such licensed product. In September 2010, we exercised an option under our Research and Commercialization Agreement, whereby we licensed from Medarex access to the UltiMab technology to develop and commercialize human antibodies to CD27, including CDX-1127.

### *Rockefeller University (Rockefeller)*

In November 2005, we and Rockefeller entered into a license agreement for the exclusive worldwide rights to human DEC-205 receptor, with the right to sublicense the technology. The license grant is exclusive except that Rockefeller may use and permit other nonprofit organizations to use the human DEC-205 receptor patent rights for educational and research purposes. We may be required to pay milestones of up to \$3.9 million upon obtaining first approval for commercial sale in a first indication of a product targeting the licensed receptor and royalty payments in the low- to mid-single digits on any net product sales to Rockefeller with respect to development and commercialization of the human DEC-205 receptor.

### *Duke University Brain Tumor Cancer Center (Duke)*

In September 2006, we and Duke entered into a license agreement that gave us access and reference to the clinical data generated by Duke and its collaborators in order for us to generate our own filing with the FDA relating to rindopepimut. We may be required to pay milestones of up to \$1.0 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the low-single digits on any net product sales to Duke with respect to development and commercialization of rindopepimut.

### *Ludwig Institute for Cancer Research (Ludwig)*

In October 2006, we and Ludwig entered into an agreement for the nonexclusive rights to certain cancer tumor targets for use in combination with our APC Targeting Technology. The term of the agreement is for ten years. We may be required to pay milestones of up to \$1.0 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the low-single digits on any net product sales to Ludwig with respect to development and commercialization of the technology licensed from Ludwig.

### *Alteris Therapeutics, Inc. (Alteris)*

In October 2005, we completed the acquisition of the assets of Alteris, including the EGFRvIII molecule. We may be required to pay Alteris up to \$5.0 million upon obtaining the first approval for commercial sale of a product containing EGFRvIII, including rindopepimut.

### *Thomas Jefferson University (TJU)*

In connection with our acquisition of the assets of Alteris, we obtained the rights to two exclusive license agreements with TJU dated February 2003 related to the EGFRvIII tumor antigen. Under these licenses, we may be required to pay milestones of up to \$3.0 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the low-single digits on any net product sales to TJU with respect to development and commercialization of rindopepimut.

### *University of Southampton, UK (Southampton)*

In November 2008, we entered into a license agreement with Southampton to develop human antibodies towards CD27, a potentially important target for immunotherapy of various cancers. We may be required to pay milestones of up to approximately \$1.4 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the low-single digits on any net product sales to Southampton with respect to development and commercialization of CDX-1127.

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### *Amgen Inc. (Amgen)*

In March 2009, we entered into a license agreement with Amgen to acquire the exclusive rights to CDX-301 and CD40 ligand, or CD40L. CDX-301 and CD40L are immune modulating molecules that increase the numbers and activity of immune cells that control immune responses. We may be required to pay milestones of up to \$1.0 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the low-single digits on any net product sales to Amgen with respect to development and commercialization of the technology licensed from Amgen, including CDX-301.

### *Amgen Fremont (formerly Abgenix)*

In connection with our acquisition of CuraGen Corporation in 2009, we assumed the license agreement between CuraGen and Amgen Fremont (successor in-interest to Abgenix) to develop fully-human monoclonal antibody therapeutics. In May 2009, an amendment to the license agreement was entered into related to CuraGen's exclusive rights to develop and commercialize CDX-011, CDX-014 and 10 other licensed antigens. Under the amendment, CuraGen and Amgen Fremont agreed to modify the terms of their existing cross-license of antigens whereby our amended license would be fully paid-up and royalty-free (except for any potentially required payments to the original licensor of CDX-011).

### *Seattle Genetics, Inc. (Seattle Genetics)*

In connection with our acquisition of CuraGen, we assumed the license agreement between CuraGen and Seattle Genetics whereby CuraGen acquired the rights to proprietary ADC technology for use with its proprietary antibodies for the potential treatment of cancer. We may be required to pay milestones of up to \$7.5 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the mid-single digits on any net product sales to Seattle Genetics with respect to development and commercialization of the ADC technology, including CDX-011 and CDX-014.

## **Competition**

The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant technological change. Many of the products that we are attempting to develop and commercialize will be competing with existing therapies. In addition, a number of companies are pursuing the development of pharmaceuticals that target the same diseases and conditions that we are targeting. We face competition from pharmaceutical and biotechnology companies both in the United States and abroad. Our competitors may utilize discovery technologies and techniques or partner with collaborators in order to develop products more rapidly or successfully than us or our collaborators are able to do. Many of our competitors, particularly large pharmaceutical companies, have substantially greater financial, technical and human resources than we do. In addition, academic institutions, government agencies and other public and private organizations conducting research may seek patent protection with respect to potentially competitive products or technologies and may establish exclusive collaborative or licensing relationships with our competitors.

We face intense competition in our development activities. We face competition from many companies in the United States and abroad, including a number of large pharmaceutical companies, firms specialized in the development and production of vaccines, adjuvants and vaccine and immunotherapeutic delivery systems and major universities and research institutions. The competitors for which we are aware have initiated a Phase 3 study or have obtained marketing approval for a potentially competitive drug include Alexion, Agenus, Baxter, BMS, Dendreon, Eli Lilly, GlaxoSmithKline, ImmunoGen, Merck, Pfizer, Roche, Sanofi-Aventis, Seattle Genetics, and Takeda. Many other companies are developing or commercializing products in areas that we have targeted for product development. Some of these products use therapeutic approaches that may compete directly

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with our drug candidates. Most of our competitors possess substantially greater financial, technical and human resources than we possess. In addition, many of our competitors have significantly greater experience than we have in conducting preclinical and nonclinical testing and human clinical trials of drug candidates, scaling up manufacturing operations and obtaining regulatory approvals of drugs and manufacturing facilities. Accordingly, our competitors may succeed in obtaining regulatory approval for drugs more rapidly than we do. If we obtain regulatory approval and launch commercial sales of our drug candidates, we also will compete with respect to manufacturing efficiency and sales and marketing capabilities, areas in which we currently have limited experience.

We also face competition from pharmaceutical and biotechnology companies, academic institutions, government agencies and private research organizations in recruiting and retaining highly qualified scientific personnel and consultants and in the development and acquisition of technologies. Moreover, technology controlled by third parties that may be advantageous to our business may be acquired or licensed by our competitors, thereby preventing us from obtaining technology on commercially reasonable terms, if at all. We will also compete for the services of third parties that may have already developed or acquired internal biotechnology capabilities or made commercial arrangements with other biopharmaceutical companies to target the diseases on which we have focused both in the U.S. and outside of the U.S.

Our competitive position will also depend upon our ability to attract and retain qualified personnel, obtain patent protection or otherwise develop proprietary products or processes and secure sufficient capital resources for the often lengthy period between technological conception and commercial sales. We will require substantial capital resources to complete development of some or all of our products, obtain the necessary regulatory approvals and successfully manufacture and market our products. In order to secure capital resources, we anticipate having to sell additional capital stock, which would dilute existing stockholders. We may also attempt to obtain funds through research grants and agreements with commercial collaborators. However, these types of fundings are uncertain because they are at the discretion of the organizations and companies that control the funds. As a result, we may not receive any funds from grants or collaborations. Alternatively, we may borrow funds from commercial lenders, likely at high interest rates, which would increase the risk of any investment in us.

### **Manufacturing**

We have limited experience in large scale manufacturing and we have relied upon collaborators or contractors to manufacture some of our proposed products for both clinical and commercial purposes to date. We have established our own manufacturing facility in Fall River, Massachusetts, to produce our drug candidates that we may develop at scale for clinical trials. Our Fall River, MA manufacturing facility has up to 1000L bioreactor capacity and is able to manufacture in compliance with EMEA regulations. Implementing EMEA requirements along with FDA cGMP allows us to distribute potential products to clinical sites in both the US and EU. In order for us to establish a commercial manufacturing facility, we will require substantial additional funds and will be required to hire and retain significant additional personnel and comply with the extensive cGMP regulations applicable to such facility. The commercial manufacturing facility would also need to be licensed for the production of our drug candidates by the FDA. We intend to establish manufacturing arrangements with contract manufacturers that comply with the FDA's requirements and other regulatory standards, although there can be no assurance that we will be able to do so.

We use rindopepimut drug product that was manufactured by Pfizer in the ACT IV and ReACT clinical studies. To date, we have utilized contract manufacturers for the manufacture of clinical trial supplies of CDX-011. We plan to establish a relationship with a contract manufacturer to support our clinical trials and for the commercial manufacturing of rindopepimut and CDX-011 in 2013. We manufacture clinical materials of CDX-1127, CDX-1401, CDX-1135 and CDX-301 in our Fall River facility for our current and planned Phase 1 and Phase 2 clinical trials. We have initiated the

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manufacturing of the next lot of CDX-011 for which we manufactured the CR011 antibody in our Fall River facility.

The manufacturing processes for our drug candidates and immunotherapeutic delivery systems utilize known technologies. We believe that the products we currently have under development can be scaled up to permit manufacture in commercial quantities. However, there can be no assurance that we will not encounter difficulties in scaling up the manufacturing processes.

While we believe that there is currently sufficient capacity worldwide for the production of our potential products through contract manufacturers, establishing long-term relationships with contract manufacturers and securing multiple sources for the necessary quantities of clinical and commercial materials required can be a challenge. Qualifying the initial source of clinical and ultimately commercial material is a time consuming and expensive process due to the highly regulated nature of the pharmaceutical/biotech industry. These costs are hopefully mitigated in the economies of scale realized in commercial manufacture and product sale. The key difficulty in qualifying more than one source for each product is the duplicated time and expense in doing so without the potential to mitigate these costs if the secondary source is never utilized.

Use of third party manufacturers limits our control over and ability to monitor the manufacturing process. As a result, we may not be able to detect a variety of problems that may arise and may face additional costs in the process of interfacing with and monitoring the progress of our contract manufacturers. If third party manufacturers fail to meet our manufacturing needs in an acceptable manner, we would face delays and additional costs while we develop internal manufacturing capabilities or find alternative third party manufacturers. It may not be possible to have multiple third party manufacturers ready to supply us with needed material at all or without incurring significant costs.

**Marketing**

We have retained, and in the future intend to retain, marketing rights to some of our drug candidates and immunotherapeutic delivery systems in selected geographic areas and for specified indications. We may seek marketing and distribution agreements and/or co-promotion agreements for the distribution of our products in these geographic areas and for these indications. We believe that these arrangements could enable us to generate greater financial return than might be obtained from early stage licensing and collaboration agreements. We currently have limited marketing and sales staff and limited experience relating to marketing and distribution of commercial products. We plan to expand our marketing staff in 2013. If we determine in the future to engage in direct marketing of our products, we will be required to recruit an experienced marketing group, develop a supporting distribution capability and incur significant additional expenditures. There can be no assurance that we will be able to establish a successful marketing force.

We may choose or find it necessary to enter into strategic partnerships on uncertain, but potentially unfavorable, terms to sell, market and distribute our products. Under the terms of future partnership agreements, we may rely on the efforts of our collaborators for the sale and marketing of our products. There can be no assurance that our collaborators will develop and market our drug candidates incorporating our technologies, or, if marketed, that such efforts will be successful. The failure of our collaborators to successfully market products would harm our business. Any delay in the marketing or distribution of our products, whether it results from problems with internal capabilities or with a collaborative relationship, could harm the value of an investment in us.

## Patents, Licenses and Proprietary Rights

In general, our intellectual property strategy is to protect our technology by filing patent applications and obtaining patent rights covering our own technology, both in the United States and in foreign countries that we consider important to our business. In addition, we have acquired and will seek to acquire as needed or desired, exclusive rights of others through assignment or license to complement our portfolio of patent rights. We also rely on trade secrets, unpatented know-how and technological expertise and innovation to develop and maintain our competitive position.

### *Patents*

The successful development and marketing of products by us will depend in part on our ability to create and maintain intellectual property, including patent rights. We are the owner or exclusive licensee to proprietary patent positions in the areas of vaccine technologies, antibody technologies and complement inhibitor technology. Although we continue to pursue patent protection for our products, no assurance can be given that any pending application will issue as a patent, that any issued patent will have a scope that will be of commercial benefit, or that we will be able to successfully enforce our patent position against infringers. We routinely review our patent portfolio and adjust our strategies for prosecution and maintenance of individual cases according to a number of factors including program priorities, stage of development, and patent term.

We own or license rights under more than 300 granted patents and national and regional patent applications in the U.S. and in major international territories covering inventions relating to our business. The key patents and patent applications owned by us or licensed to us that we consider important to our business include the following (the indicated and estimated patent expiry dates do not include any possible Patent Term Extensions or Supplementary Protection Certificates, if these may be secured in due course):

- Patents for the technology used in rindopepimut have expiration dates through 2014 in the United States and through 2015 in the United Kingdom, Germany and France. We also have rights under patent applications in the major international territories relating to uses of rindopepimut which are currently pending. If issued and maintained to full term in a form which covers commercial use of rindopepimut, the latter filings could potentially provide additional patent protection for the relevant use in the relevant territories to 2026. We also have patent applications in the U.S. and major international territories relating to methods of manufacture and formulation of rindopepimut, which, if issued in a form which covers manufacture and/or formulation rindopepimut and maintained to full term in due course, would have estimated patent expiry dates in 2030.
- Our patent portfolio for CDX-011 includes an issued patent in Europe and pending patent applications in the U.S. and Japan. If issued and maintained to full term in due course, these would have estimated patent expiry dates in 2025. In addition, patent rights relating to the toxin and conjugation technology used in CDX-011 have been licensed from Seattle Genetics.
- We have licensed pending patent applications in the U.S., Europe and Japan relating to the technology used in CDX-1127. If issued and maintained to full term in due course, these would have estimated patent expiry dates in 2027. We have filed further patent applications in the U.S. and major international territories which, if issued and maintained to full term in due course, would have estimated patent expiry dates in 2031.
- We have pending patent application relating to the technology used in CDX-1401 which, if issued and maintained to full term in due course, would have estimated patent expiry dates in 2028.

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- Patents for the technology used in CDX-1135 have expiration dates that range from 2013 to 2016. Further patent applications are also pending.
- Patents for the technology used in CDX-301 have current expiration dates that range from 2016 in the major European territories to 2020 in the US.
- Our patent portfolio for CDX-014 includes pending patent applications in the U.S., Europe and Japan. If issued and maintained to full term in due course, these would have estimated patent expiry dates in 2024.
- Patents for the technology used in the cholera and typhoid vaccines expire between 2013 and 2016. Our patent portfolio for ETEC includes an issued U.S. patent and pending patent applications in the major international territories which, if issued and maintained to full term in due course, would have estimated patent expiry dates in 2028.
- In December 2012, a U.S. patent for our rotavirus strain that we licensed to Glaxo expired. The Glaxo agreement terminates automatically upon the expiration, lapse or invalidation of the last relevant patent right (patent or patent application) covered by the Glaxo agreement. The only remaining relevant patent right is a patent application in Mexico with a projected final expiry date in May 2013 which is under appeal.

There can be no assurance that patent applications owned by or licensed to us will result in granted patents or that, if granted, the resultant patents will afford protection against competitors with similar technology. It is also possible that third parties may obtain patents or other proprietary rights that may be necessary or useful to us. In cases where third parties are first to invent a particular product or technology, it is possible that those parties will obtain patents that will be sufficiently broad to prevent us from using important technology or from further developing or commercializing important drug candidates and immunotherapeutic systems. If licenses from third parties are necessary but cannot be obtained, commercialization of the covered products might be delayed or prevented. Even if these licenses can be obtained, they would probably require us to pay ongoing royalties and other costs, which could be substantial.

Although a patent has a statutory presumption of validity in the United States, the issuance of a patent is not conclusive as to validity or as to the enforceable scope of the patent claims. The validity or enforceability of a patent after its issuance by the Patent and Trademark Office can be challenged in litigation. As a business that uses a substantial amount of intellectual property, we face a heightened risk of intellectual property litigation. If the outcome of the litigation is adverse to the owner of the patent, third parties may then be able to use the invention covered by the patent without authorization or payment. There can be no assurance that our issued patents or any patents subsequently issued to or licensed by us will not be successfully challenged in the future. In addition, there can be no assurance that our patents will not be infringed or that the coverage of our patents will not be successfully avoided by competitors through design innovation.

We are aware that others, including universities and companies, have filed patent applications and have been granted patents in the United States and other countries which claim subject matter potentially useful or necessary to the commercialization of our products. The ultimate scope and validity of existing or future patents which have been or may be granted to third parties, and the availability and cost of acquiring rights in those patents necessary to the manufacture, use or sale of our products presently cannot be determined by us.

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Third parties may have or may obtain valid and enforceable patents or proprietary rights that could block us from developing products using our technology, including:

- certain patents and applications in the United States and Europe owned by Sanofi-Aventis, which relate to antibody-antigen conjugates and methods of their use for eliciting an immune response against the antigen;
- certain patents and applications in the United States and foreign countries covering particular antigens and antigenic fragments targeted by our current drug candidates, including CDX-1401;
- certain patents and pending applications related to particular receptors and other molecules on dendritic cells and macrophages that may be useful for generating monoclonal antibodies and can be employed in our APC Targeting Technology;
- two United States patents and related foreign patents and applications covering methods of diagnosing gliomas by detecting the presence of the EGFRvIII (tumor specific splice variant) protein;
- a United States patent relating to certain uses of GM-CSF;
- a United States patent owned by Genentech, Inc., relating to the production of recombinant antibodies in host cells;
- a United States patent owned by GlaxoSmithKline plc related to methods of culturing cells under certain conditions; and
- certain patents held by third parties relating to antibody expression in particular types of host cells.

In addition to the patents referred to in the previous paragraphs, there may be other patent applications and issued patents belonging to competitors that may require us to alter our drug candidates and immunotherapeutic delivery systems, pay licensing fees or cease some of our activities. If our drug candidates conflict with patents that have been or may be granted to competitors, universities or others, the patent owners could bring legal action against us claiming damages and seeking to enjoin manufacturing and marketing of the patented products. If any of these actions is successful, in addition to any potential liability for damages, we could be required to obtain a license in order to continue to manufacture or market the affected products. There can be no assurance that we would prevail in any such action or that any license required under any such third party patent would be made available on acceptable terms or at all. We believe that there may be significant litigation in the biotechnology industry regarding patent and other intellectual property rights. If we become involved in that litigation, we could consume substantial resources.

### *Licenses*

We have entered into several significant license agreements relating to technologies that are being developed by us. In general, these institutions have granted us an exclusive worldwide license (with right to sublicense) to make, use and sell products embodying the licensed technology, subject to the reservation by the licensor of a non-exclusive right to use the technologies for non-commercial research purposes. Generally, the term of each license is through the expiration of the last of the patents issued with respect to the technologies covered by the license. We have generally agreed to use reasonable efforts to develop and commercialize licensed products and to achieve specified milestones and pay license fees, milestone payments and royalties based on the net sales of the licensed products or to pay a percentage of sublicense income. If we breach our obligations, the licensor has the right to terminate the license, and, in some cases, convert the license to a non-exclusive license. Generally, we control and are responsible for the cost of defending the patent rights of the technologies that we license.

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### *Proprietary Rights*

We also rely on unpatented technology, trade secrets and confidential information, and no assurance can be given that others will not independently develop substantially equivalent information and techniques or otherwise gain access to our know-how and information, or that we can meaningfully protect our rights in such unpatented technology, trade secrets and information. We require each of our employees, consultants and advisors to execute a confidentiality agreement at the commencement of an employment or consulting relationship with us. The agreements generally provide that all inventions conceived by the individual in the course of employment or in providing services to us and all confidential information developed by, or made known to, the individual during the term of the relationship shall be the exclusive property of us and shall be kept confidential and not disclosed to third parties except in limited specified circumstances. There can be no assurance, however, that these agreements will provide meaningful protection for our information in the event of unauthorized use or disclosure of such confidential information.

### **Government Regulation**

Our activities and products are significantly regulated by a number of governmental entities, including the FDA in the United States and by comparable authorities in other countries. These entities regulate, among other things, the manufacture, testing, safety, effectiveness, labeling, documentation, advertising and sale of our products. We must obtain regulatory approval for a product in all of these areas before we can commercialize the product. Product development within this regulatory framework takes a number of years and involves the expenditure of substantial resources. Many products that initially appear promising ultimately do not reach the market because they are found to be unsafe or ineffective when tested. Our inability to commercialize a product would impair our ability to earn future revenues.

### *FDA Approval Process*

In the United States, immunotherapeutics for human use are subject to FDA approval as "biologics" under the Public Health Service Act and "drugs" under the Federal Food, Drug and Cosmetic Act. The steps required before a new product can be commercialized include: preclinical studies in animals, clinical trials in humans to determine safety and efficacy and FDA approval of the product for commercial sale.

Data obtained at any stage of testing is susceptible to varying interpretations, which could delay, limit or prevent regulatory approval. Moreover, during the regulatory process, new or changed drug approval policies may cause unanticipated delays or rejection of our product. We may not obtain necessary regulatory approvals within a reasonable period of time, if at all, or avoid delays or other problems in testing our products. Moreover, even if we received regulatory approval for a product, the approval may require limitations on use, which could restrict the size of the potential market for the product.

The FDA provides that human clinical trials may begin thirty (30) days after receipt and review of an IND application, unless the FDA requests additional information or changes to the study protocol within that period. An IND must be sponsored and filed for each of our proposed products. Authorization to conduct a clinical trial in no way assures that the FDA will ultimately approve the product. Clinical trials are usually conducted in three sequential phases. In a Phase 1 trial, the product is given to a small number of healthy volunteers to test for safety (adverse effects). Phase 2 trials are conducted on a limited group of the target patient population; safety, optimal dosage and efficacy are studied. A Phase 3 trial is performed in a large patient population over a wide geographic area to provide evidence for the safety of the product and to prove and confirm efficacy. The FDA has ongoing oversight over all these trials and can order a temporary or permanent discontinuation if

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warranted. Such an action could materially harm us. Clinical tests are critical to the success of our products but are subject to unforeseen and uncontrollable delay, including delay in enrollment of patients. Any delay in clinical trials could delay our commercialization of a product.

A product's safety and effectiveness in one test is not necessarily indicative of its safety and effectiveness in another test. Moreover, we may not discover all potential problems with a product even after completing testing on it. Some of our products and technologies have undergone only preclinical testing. As a result, we do not know whether they are safe or effective for humans. Also, regulatory authorities may decide, contrary to our findings, that a product is unsafe or not as effective in actual use as its test results indicated. This could prevent the product's widespread use, require its withdrawal from the market or expose us to liability.

The results of the clinical trials and all supporting data are submitted to the FDA for approval. A Biologics License Application (BLA) is submitted for a biologic product; a New Drug Application (NDA) for a drug product. The interval between IND filing and BLA/NDA filing is usually at least several years due to the length of the clinical trials, and the BLA/NDA review process can take over a year. During this time the FDA may request further testing or additional trials or may turn down the application. Even with approval, the FDA frequently requires post-marketing safety studies (known as Phase 4 trials) to be performed.

The FDA requires that the manufacturing facility that produces a licensed product meet specified standards, undergo an inspection and obtain an establishment license prior to commercial marketing. Subsequent discovery of previously unknown problems with a product or its manufacturing process may result in restrictions on the product or the manufacturer, including withdrawal of the product from the market. Failure to comply with the applicable regulatory requirements can result in fines, suspensions of regulatory approvals, product recalls, operating restrictions and criminal prosecution.

### *Expedited Review and Approval*

The FDA has various programs, including fast track, priority review, and accelerated approval, that are intended to expedite or simplify the process for reviewing drugs, and/or provide for approval on the basis of surrogate endpoints. Generally, drugs that may be eligible for these programs are those for serious or life-threatening conditions, those with the potential to address unmet medical needs, and those that offer meaningful benefits over existing treatments, however, these programs do not affect the standards for approval. Fast track designation applies to the combination of the product and the specific indication for which it is being studied. As a condition of approval, the FDA may require that a sponsor of a drug receiving accelerated approval perform post-marketing clinical trials.

### *Orphan Drug*

Under the Orphan Drug Act, the FDA may grant orphan drug designation to drugs intended to treat a rare disease or condition, which is generally a disease or condition that affects fewer than 200,000 individuals in the United States, or more than 200,000 individuals in the United States and for which there is no reasonable expectation that the cost of developing and making available in the United States a drug for this type of disease or condition will be recovered from sales in the United States for that drug. If a product that has orphan drug designation subsequently receives the first FDA approval for the disease for which it has such designation, the product is entitled to orphan product exclusivity, which means that the FDA may not approve any other applications to market the same drug for the same indication, except in very limited circumstances, for seven years.

Once an approval is granted, the FDA may withdraw the approval if compliance with regulatory standards is not maintained or if problems occur after the product reaches the market. After approval, some types of changes to the approved product, such as adding new indications, manufacturing changes and additional labeling claims, are subject to further FDA review and approval. In addition, the FDA

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may require testing and surveillance programs to monitor the effect of approved products that have been commercialized, and the FDA has the power to prevent or limit further marketing of a product based on the results of these post-marketing programs.

### *Foreign Regulation*

In addition to regulations in the United States, we will be subject to a variety of foreign regulations governing clinical trials and commercial sales and distribution of our products. Whether or not we obtain FDA approval for a product, we must obtain approval of a product by the comparable regulatory authorities of foreign countries before we can commence clinical trials or marketing of the product in those countries. The approval process varies from country to country and the time may be longer or shorter than that required for FDA approval. Approval by the FDA does not ensure approval by the regulatory bodies of other countries.

Under European Union regulatory systems, we may submit marketing authorization applications either under a centralized or decentralized procedure. The centralized procedure, which is compulsory for medicines produced by biotechnology and optional for those which are highly innovative, provides for the grant of a single marketing authorization that is valid for all European Union member states. The decentralized procedure provides for mutual recognition of national approval decisions. Under the decentralized procedure, the holder of a national marketing authorization may submit an application to the remaining member states. Within 90 days of receiving the applications and assessments report each member state must decide whether to recognize approval. If a member state does not recognize the marketing authorization, the disputed points are eventually referred to the European Commission, whose decision is binding on all member states. As in the United States, we may apply for designation of our products as orphan drug for the treatment of a specific indication in the European Union before the application for marketing authorization is made. Orphan drugs in Europe enjoy economic and marketing benefits, including a 10-year market exclusivity period for the approved indication, but not for the same drug, unless another applicant can show that its product is safer, more effective or otherwise clinically superior to the orphan-designated product.

Our collaborators are also subject to all of the above-described regulations in connection with the commercialization of products utilizing our technology.

### *Other Regulatory Processes*

We are subject to a variety of financial disclosure and securities trading regulations as a public company in the U.S., including laws relating to the oversight activities of the SEC and the regulations of the NASDAQ Global Market, on which our shares are traded. We are also subject to regulation under other federal laws and regulation under state and local laws, including laws relating to occupational safety, laboratory practices, environmental regulations, and hazardous substance control.

### **Employees**

As of December 31, 2012, we employed 112 employees (106 full-time, 3 part-time and 3 interns), 15 of whom have Ph.D. and/or M.D. degrees. Of these employees, 93 were engaged in or directly support research and development activities. We believe that our employee relations are good. We believe that our future success will depend in large part on our ability to attract and retain experienced and skilled employees.

**Item 1A. RISK FACTORS**

You should consider carefully these risk factors together with all of the information included or incorporated by reference in this Annual Report in addition to our financial statements and the notes to our financial statements. This section includes forward-looking statements.

The following is a discussion of the risk factors that we believe are material to us at this time. These risks and uncertainties are not the only ones facing us and there may be additional matters that we are unaware of or that we currently consider immaterial. All of these could adversely affect our business, results of operations, financial condition and cash flows.

***Risks Related to our Business***

***We expect to incur future losses and we may never become profitable.***

We have incurred operating losses of \$58.1 million, \$43.4 million and \$6.5 million during 2012, 2011 and 2010, respectively, and expect to incur an operating loss in 2013. We believe that operating losses will continue in and beyond 2013 because we are planning to incur significant costs associated with the clinical development and manufacturing of commercial supply of rindopepimut and CDX-011 to prepare for the potential launch of rindopepimut and CDX-011. In addition, we are planning to incur significant costs in the clinical development of CDX-1135, CDX-1127, CDX-301 and CDX-1401. Our net losses have had and will continue to have an adverse effect on, among other things, our stockholders' equity, total assets and working capital. We expect that losses will fluctuate from quarter to quarter and year to year, and that such fluctuations may be substantial. We cannot predict when we will become profitable, if at all.

***Our long term success depends heavily on our ability to fund and complete research and development activities for, and to commercialize, our lead drug candidates, rindopepimut and CDX-011.***

Our current plans are to retain the rights to develop and commercialize rindopepimut in North America. We may explore potential development and commercialization collaborations for any of our programs where appropriate, which may include opportunities to commercialize rindopepimut outside of North America. Therefore, we must allocate a significant portion of our time, personnel and financial resources to the development of rindopepimut and CDX-011. We initiated ACT IV, our pivotal Phase 3 clinical trial of rindopepimut, in December 2011. We expect to complete patient accrual by the end of 2013 and anticipate receiving data 18 to 24 months after completing accrual. We anticipate ACT IV to cost over \$60 million during its duration. In December 2012, we had our end of Phase 2b meeting with the FDA for our CDX-011 program. Based on this meeting, we intend to initiate a randomized study of CDX-011 suitable for accelerated approval in patients with triple negative breast cancer that also over-express GPNMB in the second half of 2013.

Our management team lacks significant experience in completing Phase 3 clinical trials and bringing a drug through commercialization. If we face delays, difficulties or unanticipated costs in completing the development of rindopepimut or CDX-011, we will need substantial additional financing. Further, even if we complete the development of rindopepimut or CDX-011 and gain marketing approvals from the FDA and comparable foreign regulatory authorities in a timely manner, we cannot be sure that rindopepimut or CDX-011 will be commercially successful in the pharmaceutical market. If the results of clinical trials, the anticipated or actual timing of marketing approvals, or the market acceptance of rindopepimut or CDX-011, if approved, do not meet the expectations of investors or public market analysts, the market price of our common stock would likely decline.

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***We will need additional capital to fund our operations, including the development, manufacture and potential commercialization of our drug candidates. If we do not have or cannot raise additional capital when needed, we will be unable to develop and ultimately commercialize our drug candidates successfully.***

We expect to incur significant costs as we develop our drug candidates. In particular, the continuing development and commercialization of rindopepimut and CDX-011 through commercial launch requires additional capital beyond our current resources. As of December 31, 2012, we had cash, cash equivalents and marketable securities of \$84.0 million. We raised an aggregate of \$114 million in net proceeds from issuances of our common stock in January and February 2013. We may take further steps to raise additional capital to fund our long-term liquidity needs. Our capital raising activities may include, but may not be limited to, one or more of the following:

- licensing of drug candidates with existing or new collaborative partners;
- possible business combinations;
- issuance of debt; or
- issuance of common stock or other securities via private placements or public offerings.

While we may continue to seek capital through a number of means, there can be no assurance that additional financing will be available on acceptable terms, if at all, and our negotiating position in capital-raising efforts may worsen as existing resources are used. There is also no assurance that we will be able to enter into further collaborative relationships. Additional equity financing may be dilutive to our stockholders; debt financing, if available, may involve significant cash payment obligations and covenants that restrict our ability to operate as a business; and licensing or strategic collaborations may result in royalties or other terms which reduce our economic potential from products under development. If we are unable to raise the funds necessary to meet our long-term liquidity needs, we may have to delay or discontinue the development of one or more programs, discontinue or delay on-going or anticipated clinical trials, license out programs earlier than expected, raise funds at significant discount or on other unfavorable terms, if at all, or sell all or part of our business.

In January 2011, we entered into a controlled equity offering sales agreement with Cantor Fitzgerald & Co. pursuant to which we could issue and sell up to 5,000,000 shares of our common stock from time to time through Cantor, acting as agent. During the years ended December 31, 2012 and 2011, we issued 4,425,000 and 575,000 shares of common stock under the Cantor agreement and raised \$19.0 million and \$2.2 million in net proceeds, after deducting commission and offering expenses, respectively.

In September 2012, we amended the Cantor agreement to allow us to issue and sell additional shares of our common stock having an aggregate offering price of up to \$44.0 million. Under the Cantor amendment, we will pay Cantor a fixed commission rate of 3.0% of the gross sales price per share of any common stock sold through Cantor. The Cantor amendment terminates upon ten day notice by either Cantor or us. During the year ended December 31, 2012, we issued 3,578,290 shares under the Cantor amendment and raised \$21.1 million in net proceeds. During January 2013, we issued 2,433,608 shares under the Cantor amendment and raised \$17.1 million in net proceeds. At February 28, 2013, we had \$4.4 million remaining in aggregate offering price available under the Cantor amendment which may be sold upon the expiration of the 90-day lock-up with the underwriters of our underwritten public offering in February 2013.

In February 2013, we issued 13,800,000 shares of our common stock in an underwritten public offering, including the underwriter's exercise of their full over-allotment option to purchase an additional 1,800,000 shares of common stock. The net proceeds to us were \$97.0 million, after deducting underwriting fees and offering expenses.

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We may or may not sell additional shares under the Cantor amendment, depending on the volume and price of our common stock, as well as our capital needs and potential alternative sources of capital. If we actively sell shares under the Cantor amendment, a significant number of shares of common stock could be issued in a short period of time, although we would attempt to structure the volume and price thresholds in a way that minimizes market impact. Notwithstanding these control efforts, these sales, or the perceived risk of dilution from potential sales of stock through the Cantor amendment, may depress our stock price, cause holders of our common stock to sell their shares, or encourage short selling by market participants, which could contribute to a decline in our stock price. A decline in our stock price might impede our ability to raise capital through the issuance of additional shares of common stock or other equity securities, and may cause our stockholders to lose part or all of the value of their investment in our stock.

***We may be unable to manage one Phase 3 clinical trial or multiple late stage clinical trials for a variety of product candidates simultaneously.***

As our current clinical trials progress, we may need to manage multiple late stage clinical trials simultaneously in order to continue developing all of our current products. Our management team does not have significant experience in completing late stage clinical trials and the management of late stage clinical trials is more complex and time consuming than early stage trials. Typically, early stage trials involve several hundred patients in no more than 10-30 clinical sites. Late stage (Phase 3) trials may involve up to several thousand patients in up to several hundred clinical sites and may require facilities in several countries. Therefore, the project management required to supervise and control such an extensive program is substantially larger than early stage programs. As the need for these resources is not known until some months before the trials begin, it is necessary to recruit large numbers of experienced and talented individuals very quickly. If the labor market does not allow this team to be recruited quickly, the sponsor is faced with a decision to delay the program or to initiate it with inadequate management resources. This may result in recruitment of inappropriate patients, inadequate monitoring of clinical investigators and inappropriate handling of data or data analysis. Consequently it is possible that conclusions of efficacy or safety may not be acceptable to permit filing of a BLA or NDA for any one of the above reasons or a combination of several.

***We rely on third parties to plan, conduct and monitor our clinical tests, and their failure to perform as required would interfere with our product development.***

We rely on third parties to conduct a significant portion of our clinical development activities. These activities include clinical patient recruitment and observation, clinical trial monitoring, clinical data management and analysis, safety monitoring and project management. We conduct project management and medical and safety monitoring in-house for some of our programs and rely on third parties for the remainder of our clinical development activities.

The significant third parties who we currently rely on for clinical development activities include Novella Clinical Inc. for our ACT IV study. If Novella is unable to perform in a quality and timely manner, and at a feasible cost, ACT IV will face delays. Further, if any of these third parties fails to perform as we expect or if their work fails to meet regulatory standards, our testing could be delayed, cancelled or rendered ineffective.

***We may enter into collaboration agreements for the licensing, development and ultimate commercialization of some of our drug candidates including, where appropriate, for our lead drug candidates. In such cases, we will depend greatly on our third party collaborators to license, develop and commercialize such drug candidates, and they may not meet our expectations.***

Our current plans are to retain the rights to develop and commercialize rindopepimut in North America. We may explore potential development and commercialization collaborations for any of our

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programs where appropriate, which may include opportunities to commercialize rindopepimut outside of North America. The process of identifying collaborators and negotiating collaboration agreements for the licensing, development and ultimate commercialization of some of our drug candidates may cause delays and increased costs. We may not be able to enter into collaboration agreements on terms favorable to us. Furthermore some of those agreements may give substantial responsibility over our drug candidates to the collaborator. Some collaborators may be unable or unwilling to devote sufficient resources to develop our drug candidates as their agreements require. They often face business risks similar to ours, and this could interfere with their efforts. Also, collaborators may choose to devote their resources to products that compete with ours. If a collaborator does not successfully develop any one of our products, we will need to find another collaborator to do so. The success of our search for a new collaborator will depend on our legal right to do so at the time and whether the product remains commercially viable.

If we enter into collaboration agreements for one or more of our lead drug candidates, the success of such drug candidates will depend in great part upon our and our collaborators' success in promoting them as superior to other treatment alternatives. We believe that our drug candidates can be proven to offer disease prevention and treatment with notable advantages over drugs in terms of patient compliance and effectiveness. However, there can be no assurance that we will be able to prove these advantages or that the advantages will be sufficient to support the successful commercialization of our drug candidates.

***We may face delays, difficulties or unanticipated costs in establishing sales, distribution and manufacturing capabilities for our commercially ready products.***

Our current plan is to retain, rather than license to a third party, all rights to rindopepimut in North America. As a result, we will have full responsibility for commercialization of this product if and when it is approved for sale. We currently lack the marketing, sales and distribution capabilities that we will need to carry out this strategy. To market any of our products directly, we must develop a substantial marketing and sales force with technical expertise and a supporting distribution capability. We have little expertise in this area, and we may not succeed. We may find it necessary to enter into strategic partnerships on uncertain but potentially unfavorable terms to sell, market and distribute our products when they are approved for sale.

Some of our products are difficult to manufacture, especially in large quantities, and we have not yet developed commercial scale manufacturing processes for any of our products. We do not currently plan to develop internal manufacturing capabilities to produce any of our products at commercial scale if they are approved for sale. To the extent that we choose to market and distribute these products ourselves, this strategy will make us dependent on other companies to produce our products in adequate quantities, in compliance with regulatory requirements, and at a competitive cost. We may not find third parties capable of meeting those manufacturing needs.

***Our drug candidates are subject to extensive regulatory scrutiny.***

All of our drug candidates are at various stages of development and commercialization and our activities and drug candidates are significantly regulated by a number of governmental entities, including the FDA in the United States and by comparable authorities in other countries. These entities regulate, among other things, the manufacture, testing, safety, effectiveness, labeling, documentation, advertising and sale of drugs and drug candidates. We or our partners must obtain regulatory approval for a drug candidate in all of these areas before we can commercialize the drug candidate. Product development within this regulatory framework takes a number of years and involves the expenditure of substantial resources. This process typically requires extensive preclinical and clinical testing, which may take longer or cost more than we anticipate, and may prove unsuccessful due to numerous factors. Many drug candidates that initially appear promising ultimately do not reach the

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market because they are found to be unsafe or ineffective when tested. Companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in advanced clinical trials, even after obtaining promising results in earlier trials. Our inability to commercialize a drug candidate would impair our ability to earn future revenues.

***If four products do not pass required tests for safety and effectiveness, we will not be able to derive commercial revenue from them.***

In order to succeed, we will need to derive commercial revenue from the products we have under development. The FDA has not approved our rindopepimut or CDX-011 drug candidates or any of our other products for sale to date. Our drug candidates are in various stages of preclinical and clinical testing. Preclinical tests are performed at an early stage of a product's development and provide information about a product's safety and effectiveness on laboratory animals. Preclinical tests can last years. If a product passes its preclinical tests satisfactorily, and we determine that further development is warranted, we would file an IND application for the product with the FDA, and if the FDA gives its approval we would begin Phase 1 clinical tests. Phase 1 testing generally lasts between 6 and 24 months. If Phase 1 test results are satisfactory and the FDA gives its approval, we can begin Phase 2 clinical tests. Phase 2 testing generally lasts between 6 and 36 months. If Phase 2 test results are satisfactory and the FDA gives its approval, we can begin Phase 3 pivotal studies. Phase 3 studies generally last between 12 and 48 months. Once clinical testing is completed and a new drug application is filed with the FDA, it may take more than a year to receive FDA approval.

In all cases we must show that a pharmaceutical product is both safe and effective before the FDA, or drug approval agencies of other countries where we intend to sell the product, will approve it for sale. Our research and testing programs must comply with drug approval requirements both in the United States and in other countries, since we are developing our lead products with the intention to, or could later decide to, commercialize them both in the U.S. and abroad. A product may fail for safety or effectiveness at any stage of the testing process. A major risk we face is the possibility that none of our products under development will come through the testing process to final approval for sale, with the result that we cannot derive any commercial revenue from them after investing significant amounts of capital in multiple stages of preclinical and clinical testing.

***Product testing is critical to the success of our products but subject to delay or cancellation if we have difficulty enrolling patients.***

As our portfolio of potential products moves from preclinical testing to clinical testing, and then through progressively larger and more complex clinical trials, we will need to enroll an increasing number of patients with the appropriate characteristics. At times we have experienced difficulty enrolling patients and we may experience more difficulty as the scale of our clinical testing program increases. The factors that affect our ability to enroll patients are largely uncontrollable and include principally the following:

- the nature of the clinical test;
- the size of the patient population;
- patients' willingness to receive a placebo or less effective treatment on the control arm of a clinical study;
- the distance between patients and clinical test sites; and
- the eligibility criteria for the trial.

If we cannot enroll patients as needed, our costs may increase or it could force us to delay or terminate testing for a product.

***We may have delays in completing our clinical trials and we may not complete them at all.***

We have not completed the clinical trials necessary to obtain FDA approval to market rindopepimut, CDX-011 or any of our other products in development. We initiated a Phase 3 study of rindopepimut in December 2011 but we have not initiated Phase 3 studies for CDX-011 or any of our other products in development. Our management lacks significant experience in completing Phase 3 trials and bringing a drug through commercialization. Our rindopepimut Phase 3 trial, CDX-011 late-stage studies and planned clinical trials for other products in development may be delayed or terminated as a result of many factors, including the following:

- difficulty in enrolling patients in our clinical trials;
- patients failing to complete clinical trials due to dissatisfaction with the treatment, side effects or other reasons;
- failure by regulators to authorize us to commence a clinical trial;
- suspension or termination by regulators of clinical research for many reasons, including concerns about patient safety or failure of our contract manufacturers to comply with cGMP requirements;
- delays or failure of the FDA to remove the clinical hold on our CDX-011 studies;
- treatment candidates demonstrating a lack of efficacy during clinical trials;
- inability to continue to fund clinical trials or to find a partner to fund the clinical trials;
- competition with ongoing clinical trials and scheduling conflicts with participating clinicians; and
- delays in completing data collection and analysis for clinical trials.

Any delay or failure to complete clinical trials and obtain FDA approval for our drug candidates could have a material adverse effect on our cost to develop and commercialize, and our ability to generate revenue from, a particular drug candidate.

***Any delay in obtaining regulatory approval would have an adverse impact on our ability to earn future revenues.***

It is possible that none of the drug candidates that we develop will obtain the regulatory approvals necessary for us to begin commercializing them. The time required to obtain FDA and other approvals is unpredictable but often can take years following the commencement of clinical trials, depending upon the nature of the drug candidate. Any analysis we perform of data from clinical activities is subject to confirmation and interpretation by regulatory authorities, which could delay, limit or prevent regulatory approval. Any delay or failure in obtaining required approvals could have a material adverse effect on our ability to generate revenues from the particular drug candidate including, but not limited to, loss of patent term during the approval period. Furthermore, if we, or our partners, do not reach the market with our products before our competitors offer products for the same or similar uses, or if we, or our partners, are not effective in marketing our products, our revenues from product sales, if any, will be reduced.

We face intense competition in our development activities. We face competition from many companies in the United States and abroad, including a number of large pharmaceutical companies, firms specialized in the development and production of vaccines, adjuvants and vaccine and immunotherapeutic delivery systems and major universities and research institutions. The competitors for which we are aware have initiated a Phase 3 study or have obtained marketing approval for a potentially competitive drug include Alexion, Agenus, Baxter, BMS, Dendreon, Eli Lilly, GlaxoSmithKline, ImmunoGen, Merck, Pfizer, Roche, Sanofi-Aventis, Seattle Genetics, and Takeda.

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Most of our competitors have substantially greater resources, more extensive experience in conducting preclinical studies and clinical testing and obtaining regulatory approvals for their products, greater operating experience, greater research and development and marketing capabilities and greater production capabilities than those of ours. These companies might succeed in obtaining regulatory approval for competitive products more rapidly than we can for our products, especially if we experience any delay in obtaining required regulatory approvals.

### ***Failure to comply with applicable regulatory requirements would adversely impact our operations.***

Even after receiving regulatory approval, our products would be subject to extensive regulatory requirements, and our failure to comply with applicable regulatory requirements will adversely impact our operations. In the United States, the FDA requires that the manufacturing facility that produces a product meet specified standards, undergo an inspection and obtain an establishment license prior to commercial marketing. Subsequent discovery of previously unknown problems with a product or its manufacturing process may result in restrictions on the product or the manufacturer, including withdrawal of the product from the market. Failure to comply with the applicable regulatory requirements can result in fines, suspensions of regulatory approvals, product recalls, operating restrictions and criminal prosecution.

### ***We depend greatly on the intellectual capabilities and experience of our key executives and scientists and the loss of any of them could affect our ability to develop our products.***

The loss of Anthony S. Marucci, our President and Chief Executive Officer, or other key members of our staff, including Avery W. Catlin, our Chief Financial Officer, Dr. Thomas Davis, our Chief Medical Officer, Dr. Tibor Keler, our Chief Scientific Officer or Dr. Ronald Pepin, our Chief Business Officer, could harm us. We entered into employment agreements with Messrs. Marucci, Catlin, Davis, Keler and Pepin although an employment agreement as a practical matter does not guarantee retention of an employee. We also depend on our scientific and clinical collaborators and advisors, all of whom have outside commitments that may limit their availability to us. In addition, we believe that our future success will depend in large part upon our ability to attract and retain highly skilled scientific, managerial and marketing personnel, particularly as we expand our activities in clinical trials, the regulatory approval process and sales and manufacturing. We routinely enter into consulting agreements with our scientific and clinical collaborators and advisors, key opinion leaders and heads of academic departments in the ordinary course of our business. We also enter into contractual agreements with physicians and institutions who recruit patients into our clinical trials on our behalf in the ordinary course of our business. Notwithstanding these arrangements, we face significant competition for this type of personnel from other companies, research and academic institutions, government entities and other organizations. We cannot predict our success in hiring or retaining the personnel we require for continued growth.

### ***We rely on contract manufacturers over whom we have limited control. Should the cost, delivery and quality of clinical and commercial grade materials supplied by contract manufacturers vary to our disadvantage, our business operations could suffer significant harm.***

We have limited experience in large scale manufacturing at our Fall River facility. We have manufactured clinical materials of CDX-1127, CDX-1135, CDX-1401 and CDX-301 in our Fall River facility for our current and planned Phase 1 and Phase 2 clinical trials. We have initiated the manufacturing of the next lot of CDX-011 for which we manufactured the CR011 antibody in our Fall River facility. We rely on sourcing from third-party manufacturers for suitable quantities of our late-stage clinical and commercial grade materials and certain filling and packaging essential to preclinical and clinical studies currently underway and for planned clinical trials in addition to those currently being conducted by third parties or us.

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We plan to establish a relationship with a contract manufacturer to support our clinical trials and for the commercial manufacturing of rindopepimut and CDX-011 in 2013. The inability to have suitable quality and quantities of these essential materials produced in a timely manner would result in significant delays in the clinical development and commercialization of products, which could adversely affect our business, financial condition and results of operations.

We also rely on collaborators and contract manufacturers to manufacture proposed products in both clinical and commercial quantities in the future. Our leading drug candidates require specialized manufacturing capabilities and processes. We may face difficulty in securing commitments from U.S. and foreign contract manufacturers as these manufacturers could be unwilling or unable to accommodate our needs. Relying on foreign manufacturers involves peculiar and increased risks, including the risk relating to the difficulty foreign manufacturers may face in complying with cGMP requirements as a result of language barriers, lack of familiarity with cGMP or the FDA regulatory process or other causes, economic or political instability in or affecting the home countries of our foreign manufacturers, shipping delays, potential changes in foreign regulatory laws governing the sales of our product supplies, fluctuations in foreign currency exchange rates and the imposition or application of trade restrictions.

There can be no assurances that we will be able to enter into long-term arrangements with third party manufacturers on acceptable terms, or at all. Further, contract manufacturers must also be able to meet our timetable and requirements, and must operate in compliance with cGMP; failure to do so could result in, among other things, the disruption of product supplies. As noted above, non-U.S. contract manufacturers may face special challenges in complying with cGMP requirements, and although we are not currently dependent on non-U.S. collaborators or contract manufacturers, we may choose or be required to rely on non-U.S. sources in the future as we seek to develop stable supplies of increasing quantities of materials for ongoing clinical trials of larger scale. Our dependence upon third parties for the manufacture of our products may adversely affect our profit margins and our ability to develop and deliver products on a timely and competitive basis.

The significant third parties who we currently rely on for sourcing of suitable quantities of some of our clinical and commercial grade materials include Biosyn, Bayer and Sanofi for our rindopepimut drug candidate. If we or our third-party manufacturers are unable to produce drug material in suitable quantities of appropriate quality, in a timely manner, and at a feasible cost, our clinical tests will face delays.

### ***Other factors could affect the demand for and sales of any products that we may commercialize in the future.***

In general, other factors that could affect the demand for and sales and profitability of our products include, but are not limited to:

- the timing of regulatory approval, if any, of competitive products;
- our or any other of our partners' pricing decisions, as applicable, including a decision to increase or decrease the price of a product, and the pricing decisions of our competitors;
- government and third-party payer reimbursement and coverage decisions that affect the utilization of our products and competing products;
- negative safety or efficacy data from new clinical studies conducted either in the U.S. or internationally by any party could cause the sales of our products to decrease or a product to be recalled;
- the degree of patent protection afforded our products by patents granted to or licensed by us and by the outcome of litigation involving our or any of our licensor's patents;

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- the outcome of litigation involving patents of other companies concerning our products or processes related to production and formulation of those products or uses of those products;
- the increasing use and development of alternate therapies;
- the rate of market penetration by competing products; and
- the termination of, or change in, existing arrangements with our partners.

Any of these factors could have a material adverse effect on the sales of any products that we may commercialize in the future.

***We face the risk of product liability claims, which could exceed our insurance coverage, and produce recalls, each of which could deplete our cash resources.***

As a participant in the pharmaceutical and biotechnology industries, we are exposed to the risk of product liability claims alleging that use of our drug candidates caused an injury or harm. These claims can arise at any point in the development, testing, manufacture, marketing or sale of our drug candidates and may be made directly by patients involved in clinical trials of our products, by consumers or healthcare providers or by individuals, organizations or companies selling our products. Product liability claims can be expensive to defend, even if the drug or drug candidate did not actually cause the alleged injury or harm.

Insurance covering product liability claims becomes increasingly expensive as a drug candidate moves through the development pipeline to commercialization. Under our license agreements, we are required to maintain clinical trial liability insurance coverage up to \$14 million. However, there can be no assurance that such insurance coverage is or will continue to be adequate or available to us at a cost acceptable to us or at all. We may choose or find it necessary under our collaborative agreements to increase our insurance coverage in the future. We may not be able to secure greater or broader product liability insurance coverage on acceptable terms or at reasonable costs when needed. Any liability for damages resulting from a product liability claim could exceed the amount of our coverage, require us to pay a substantial monetary award from our own cash resources and have a material adverse effect on our business, financial condition and results of operations. Moreover, a product recall, if required, could generate substantial negative publicity about our products and business and inhibit or prevent commercialization of other products and drug candidates.

In addition, some of our licensing and other agreements with third parties require or might require us to maintain product liability insurance. If we cannot maintain acceptable amounts of coverage on commercially reasonable terms in accordance with the terms set forth in these agreements, the corresponding agreements would be subject to termination, which could have a material adverse impact on our operations.

***Our reliance on third parties requires us to share our trade secrets, which increases the possibility that a competitor will discover them.***

Because we rely on third parties to develop our products, we must share trade secrets with them. We seek to protect our proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, collaborative research agreements, consulting agreements or other similar agreements with our collaborators, advisors, employees and consultants prior to beginning research or disclosing proprietary information. These agreements typically restrict the ability of our collaborators, advisors, employees and consultants to publish data potentially relating to our trade secrets. Our academic collaborators typically have rights to publish data, provided that we are notified in advance and may delay publication for a specified time in order to secure our intellectual property rights arising from the collaboration. In other cases, publication rights are controlled exclusively by us, although in some cases we may share these rights with other parties. We also conduct joint research

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and development programs which may require us to share trade secrets under the terms of research and development partnership or similar agreements. Despite our efforts to protect our trade secrets, our competitors may discover our trade secrets, either through breach of these agreements, independent development or publication of information including our trade secrets in cases where we do not have proprietary or otherwise protected rights at the time of publication. A competitor's discovery of our trade secrets would impair our competitive position.

***We may not be able to successfully integrate acquired technology with our existing technology or to modify our technologies to create new drug candidates.***

As part of our acquisition of technology assets from entities such as Amgen, we have acquired access to Flt3L, which may improve the immunogenicity of our drug candidates. If we are able to integrate these licensed assets with our drug candidates, we believe these assets will give our drug candidates a competitive advantage. However, if we are unable to successfully integrate licensed assets, or other technologies which we have acquired or may acquire in the future, with our existing technologies and potential products currently under development, we may be unable to realize any benefit from our acquisition of these assets, or other technologies which we have acquired or may acquire in the future and may face the loss of our investment of financial resources and time in the integration process.

We believe that our technology may offer opportunities to develop drug candidates that treat a variety of oncology, inflammatory and infectious diseases by stimulating a patient's immune system against those disease organisms. If our technology cannot be used to create effective drug candidates against a variety of disease organisms, we may lose all or portions of our investment in development efforts for new drug candidates.

***We license technology from other companies to develop products, and those companies could influence research and development or restrict our use of it.***

Companies that license technologies to us that we use in our research and development programs may require us to achieve milestones or devote minimum amounts of resources to develop products using those technologies. They may also require us to make significant royalty and milestone payments, including a percentage of any sublicensing income, as well as payments to reimburse them for patent costs. The number and variety of our research and development programs require us to establish priorities and to allocate available resources among competing programs. From time to time we may choose to slow down or cease our efforts on particular products. If in doing so we fail to fully perform our obligations under a license, the licensor can terminate the licenses or permit our competitors to use the technology. Moreover, we may lose our right to market and sell any products based on the licensed technology.

***We have many competitors in our field and they may develop technologies that make ours obsolete.***

Biotechnology, pharmaceuticals and therapeutics are rapidly evolving fields in which scientific and technological developments are expected to continue at a rapid pace. We have many competitors in the U.S. and abroad. The competitors for which we are aware have initiated a Phase 3 study or have obtained marketing approval for a potentially competitive drug include Alexion, Agenesis, Baxter, BMS, Dendreon, Eli Lilly, GlaxoSmithKline, ImmunoGen, Merck, Pfizer, Roche, Sanofi-Aventis, Seattle Genetics, and Takeda. Our success depends upon our ability to develop and maintain a competitive position in the product categories and technologies on which we focus. Many of our competitors have greater capabilities, experience and financial resources than we do. Competition is intense and is expected to increase as new products enter the market and new technologies become available. Our competitors may:

- develop technologies and products that are more effective than ours, making ours obsolete or otherwise noncompetitive;
- obtain regulatory approval for products more rapidly or effectively than us; and
- obtain patent protection or other intellectual property rights that would block our ability to develop competitive products.

***We rely on patents, patent applications and other intellectual property protections to protect our technology and trade secrets; which are expensive and may not provide sufficient protection.***

Our success depends in part on our ability to obtain and maintain patent protection for technologies that we use. Biotechnology patents involve complex legal, scientific and factual questions and are highly uncertain. To date, there is no consistent policy regarding the breadth of claims allowed in biotechnology patents, particularly in regard to patents for technologies for human uses like those we use in our business. We cannot predict whether the patents we seek will issue. If they do issue, a competitor may challenge them and limit their scope. Moreover, our patents may not afford effective protection against competitors with similar technology. A successful challenge to any one of our patents could result in a third party's ability to use the technology covered by the patent. We also face the risk that others will infringe, avoid or circumvent our patents. Technology that we license from others is subject to similar risks and this could harm our ability to use that technology. If we, or a company that licenses technology to us, were not the first creator of an invention that we use, our use of the underlying product or technology will face restrictions, including elimination.

If we must defend against suits brought against us or prosecute suits against others involving intellectual property rights, we will incur substantial costs. In addition to any potential liability for significant monetary damages, a decision against us may require us to obtain licenses to patents or other intellectual property rights of others on potentially unfavorable terms. If those licenses from third parties are necessary but we cannot acquire them, we would attempt to design around the relevant technology, which would cause higher development costs and delays, and may ultimately prove impracticable.

***Our business requires us to use hazardous materials, which increases our exposure to dangerous and costly accidents.***

Our research and development activities involve the use of hazardous chemicals, biological materials and radioactive compounds. Although we believe that our safety procedures for handling and disposing of hazardous materials comply with the standards prescribed by applicable laws and regulations, we cannot completely eliminate the risk of accidental contamination or injury from these materials. In the event of an accident, an injured party will likely sue us for any resulting damages with potentially significant liability. The ongoing cost of complying with environmental laws and regulations is significant and may increase in the future.

***Health care reform and restrictions on reimbursement may limit our returns on potential products.***

Because our strategy ultimately depends on the commercial success of our products, we assume, among other things, that end users of our products will be able to pay for them. In the United States and other countries, in most cases, the volume of sales of products like those we are developing depends on the availability of reimbursement from third-party payors, including national health care agencies, private health insurance plans and health maintenance organizations. Third-party payors increasingly challenge the prices charged for medical products and services. Accordingly, if we succeed in bringing products to market, and reimbursement is not available or is insufficient, we could be prevented from successfully commercializing our potential products.

The health care industry in the United States and in Europe is undergoing fundamental changes as a result of political, economic and regulatory influences. Reforms proposed from time to time include mandated basic health care benefits, controls on health care spending, the establishment of governmental controls over the cost of therapies, creation of large medical services and products purchasing groups and fundamental changes to the health care delivery system. We anticipate ongoing review and assessment of health care delivery systems and methods of payment in the United States and other countries. We cannot predict whether any particular reform initiatives will result or, if adopted, what their impact on us will be. However, we expect that adoption of any reform proposed will impair our ability to market products at acceptable prices and that uncertainty concerning future government regulation of consumer healthcare purchasing and insurance may result in difficulties for drug development companies, like us, in raising capital.

***Changes in laws affecting the health care industry could adversely affect our business.***

In the U.S., there have been numerous proposals considered at the federal and state levels for comprehensive reforms of health care and its cost, and it is likely that federal and state legislatures and health agencies will continue to focus on health care reform in the future. Congress has considered legislation to reform the U.S. health care system by expanding health insurance coverage, reducing health care costs and making other changes. While health care reform may increase the number of patients who have insurance coverage for our products, it may also include cost containment measures that adversely affect reimbursement for our products. Congress has also considered legislation to change the Medicare reimbursement system for outpatient drugs, increase the amount of rebates that manufacturers pay for coverage of their drugs by Medicaid programs and facilitate the importation of lower-cost prescription drugs that are marketed outside the U.S. Some states are also considering legislation that would control the prices of drugs, and state Medicaid programs are increasingly requesting manufacturers to pay supplemental rebates and requiring prior authorization by the state program for use of any drug for which supplemental rebates are not being paid. Managed care organizations continue to seek price discounts and, in some cases, to impose restrictions on the coverage of particular drugs. Government efforts to reduce Medicaid expenses may lead to increased use of managed care organizations by Medicaid programs. This may result in managed care organizations influencing prescription decisions for a larger segment of the population and a corresponding constraint on prices and reimbursement for our products.

We and our collaborators and partners operate in a highly regulated industry. As a result, governmental actions may adversely affect our business, operations or financial condition, including:

- new laws, regulations or judicial decisions, or new interpretations of existing laws, regulations or decisions, related to health care availability, method of delivery and payment for health care products and services;
- changes in the FDA and foreign regulatory approval processes that may delay or prevent the approval of new products and result in lost market opportunity;

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- changes in FDA and foreign regulations that may require additional safety monitoring, labeling changes, restrictions on product distribution or use, or other measures after the introduction of our products to market, which could increase our costs of doing business, adversely affect the future permitted uses of approved products, or otherwise adversely affect the market for our products;
- new laws, regulations and judicial decisions affecting pricing or marketing practices; and
- changes in the tax laws relating to our operations.

The enactment in the U.S. of health care reform, possible legislation which could ease the entry of competing follow-on biologics in the marketplace, new legislation or implementation of existing statutory provisions on importation of lower-cost competing drugs from other jurisdictions, and legislation on comparative effectiveness research are examples of previously enacted and possible future changes in laws that could adversely affect our business. In addition, the Food and Drug Administration Amendments Act of 2007 included new authorization for the FDA to require post-market safety monitoring, along with an expanded clinical trials registry and clinical trials results database, and expanded authority for the FDA to impose civil monetary penalties on companies that fail to meet certain commitments.

***If physicians, patients and third-party payors do not accept any future drugs that we may develop, we may be unable to generate significant revenue, if any.***

Even if our drug candidates as well as any drug candidates that we may develop or acquire in the future obtain regulatory approval, they may not gain market acceptance among physicians, patients and health care payors. Physicians may elect not to recommend these drugs for a variety of reasons including:

- timing of market introduction of competitive drugs;
- lower demonstrated clinical safety and efficacy compared to other drugs;
- lack of cost-effectiveness;
- lack of availability of reimbursement from third-party payors;
- convenience and ease of administration;
- prevalence and severity of adverse side effects;
- other potential advantages of alternative treatment methods; and
- ineffective marketing and distribution support.

If any drugs that we develop fail to achieve market acceptance, we would not be able to generate sufficient revenue from product sales to maintain or grow our business.

### ***Risks Related to our Capital Stock***

***Our history of losses and uncertainty of future profitability make our common stock a highly speculative investment.***

We have had no commercial revenue to date from sales of our drug candidates and cannot predict when we will have commercial revenue from such sales. We had an accumulated deficit of \$264.1 million as of December 31, 2012. We expect to spend substantial funds to continue the research and development testing of our products that we have in the preclinical and clinical testing stages of development that have not been partnered.

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In anticipation of FDA approval of these products, we will need to make substantial investments to establish sales, marketing, quality control, and regulatory compliance capabilities. These investments will increase if and when any of these products receive FDA approval. We cannot predict how quickly our lead products will progress through the regulatory approval process. As a result, we may continue to lose money for several years.

We cannot be certain that we will achieve or sustain profitability in the future. Failure to achieve profitability could diminish our ability to sustain operations, pay dividends on our common stock, obtain additional required funds and make required payments on our present or future indebtedness.

### ***Our share price has been and could remain volatile.***

The market price of our common stock has historically experienced and may continue to experience significant volatility. From January 2012 through December 2012, the market price of our common stock has fluctuated from a high of \$7.20 per share in the fourth quarter of 2012, to a low of \$2.65 per share in the first quarter of 2012. Our progress in developing and commercializing our products, the impact of government regulations on our products and industry, the potential sale of a large volume of our common stock by stockholders, our quarterly operating results, changes in general conditions in the economy or the financial markets and other developments affecting us or our competitors could cause the market price of our common stock to fluctuate substantially with significant market losses. If our stockholders sell a substantial number of shares of common stock, especially if those sales are made during a short period of time, those sales could adversely affect the market price of our common stock and could impair our ability to raise capital. In addition, in recent years, the stock market has experienced significant price and volume fluctuations. This volatility has affected the market prices of securities issued by many companies for reasons unrelated to their operating performance and may adversely affect the price of our common stock. In addition, we could be subject to a securities class action litigation as a result of volatility in the price of our stock, which could result in substantial costs and diversion of management's attention and resources and could harm our stock price, business, prospects, results of operations and financial condition.

### ***The restrictive covenants contained in our credit agreement may limit our activities.***

On December 30, 2010, we entered into a Loan and Security Agreement (the "Loan Agreement") with MidCap Financial, LLC (MidCap) pursuant to which we borrowed \$10 million (the "Term Loan") from MidCap. In March 2011, we amended the Loan Agreement and borrowed an additional \$5 million from General Electric Capital Corporation (GECC) (collectively with MidCap, the "Lenders") to increase the amount owed under the Term Loan to \$15 million. In March 2012, we amended the Loan Agreement to extend the maturity date from December 2013 to December 2014. Our obligations under the Term Loan are secured by a first priority lien upon and security interest in substantially all of our existing and after-acquired assets, excluding our intellectual property assets (the "Collateral"). Under the Term Loan, we are subject to specified affirmative covenants customary for loans of this type, including but not limited to the obligations to maintain good standing, provide various notices to the Lenders, deliver financial statements to the Lenders, maintain adequate insurance, promptly discharge all taxes, protect our intellectual property and protect the Collateral. We are also subject to certain negative covenants customary for loans of this type, including but not limited to prohibitions against certain mergers and consolidations, certain management and ownership changes constituting a "change of control," and the imposition of additional liens on Collateral or other of our assets, as well as prohibitions against additional indebtedness, certain dispositions of property, changes in our business, name or location, payment of dividends, prepayment of certain other indebtedness, certain investments or acquisitions, and certain transactions with affiliates, in each case subject to certain customary exceptions, including exceptions that allow us to enter into non-exclusive and/or

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exclusive licenses and similar agreements providing for the use of our intellectual property in collaboration with third parties provided certain conditions are met.

Failure to comply with the restrictive covenants in our Term Loan could accelerate the repayment of any debt outstanding under the Term Loan. Additionally, as a result of these restrictive covenants, we may be at a disadvantage compared to our competitors that have greater operating and financing flexibility than we do.

***Our ability to use our net operating loss carryforwards will be subject to limitation and, under certain circumstances, may be eliminated.***

Utilization of our net operating loss and research and development credit carryforwards may be subject to substantial annual limitation due to ownership change limitations that have occurred previously or that could occur in the future provided by Section 382 of the Internal Revenue Code of 1986, or Section 382, as well as similar state provisions. In general, an ownership change, as defined by Section 382, results from transactions increasing the ownership of certain shareholders or public groups in the stock of a corporation by more than 50 percentage points over a three-year period.

In October 2007, June 2009 and in December 2009, we experienced a change in ownership as defined by Section 382 of the Internal Revenue Code. Historically, we have raised capital through the issuance of capital stock on several occasions which, combined with shareholders' subsequent disposition of those shares, has resulted in three changes of control, as defined by Section 382. As a result of the ownership change in October 2007, utilization of our Federal net operating loss carryforwards is subject to an annual limitation. Any unused annual limitation may be carried over to later years, and the amount of the limitation may, under certain circumstances, be subject to adjustment if the fair value of the our net assets are determined to be below or in excess of the tax basis of such assets at the time of the ownership change, and such unrealized loss or gain is recognized during the five-year period after the ownership change. Subsequent ownership changes, as defined in Section 382, could further limit the amount of net operating loss carryforwards and research and development credits that can be utilized annually to offset future taxable income.

We have not undertaken a study to assess whether an ownership change or multiple ownership changes has occurred for (i) AVANT or CuraGen prior to our acquisitions, (ii) the Company on the state level, (iii) the Company since October 2012, or (iv) research and development credits. If, based on such a study, we were to determine that there has been an ownership change at any time since its formation, utilization of net operating loss or tax credit carryforwards would be subject to an annual limitation under Section 382.

Refer to Note 15, "Income Taxes," in the accompanying notes to the consolidated financial statements for additional discussion on income taxes.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 2. PROPERTIES**

As of February 28, 2013, our significant leased properties are described below.

<u>Property Location</u>	<u>Approximate Square Feet</u>	<u>Use</u>	<u>Lease Expiration Date</u>
Needham, Massachusetts	35,200	Office Headquarters and Laboratory	April 2017
Fall River, Massachusetts	23,400	Manufacturing Facility	December 2017(1)
Phillipsburg, New Jersey	19,400	Office and Laboratory	November 2013
Branford, Connecticut	6,600	Office	January 2018(2)

(1) Lease includes two renewal options of five years each. Lease also includes provision for early termination in December 2015 upon prior notice of one year.

(2) Lease includes one renewal option of five years. Lease also includes provision for early termination with 12 months notice.

**Item 3. LEGAL PROCEEDINGS**

We are not currently a party to any material legal proceedings.

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

**Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock currently trades on the Nasdaq Global Market (NASDAQ) under the symbol "CLDX". The following table sets forth for the periods indicated the high and low sale prices per share for our common stock, as reported by NASDAQ.

<u>Fiscal Period</u>	<u>High</u>	<u>Low</u>
<b>Year Ended December 31, 2011</b>		
First Quarter	\$ 4.22	\$ 3.45
Second Quarter	4.46	3.03
Third Quarter	3.73	2.29
Fourth Quarter	3.21	2.11
<b>Year Ended December 31, 2012</b>		
First Quarter	\$ 5.66	\$ 2.65
Second Quarter	5.32	3.88
Third Quarter	6.62	4.46
Fourth Quarter	7.20	5.02

As of February 28, 2013, there were approximately 483 shareholders of record of our common stock. On February 28, 2013 the closing price of our common stock, as reported by NASDAQ, was \$9.52 per share. We have not paid any dividends on our common stock since our inception and do not intend to pay any dividends in the foreseeable future.

**Equity Compensation Plan Information**

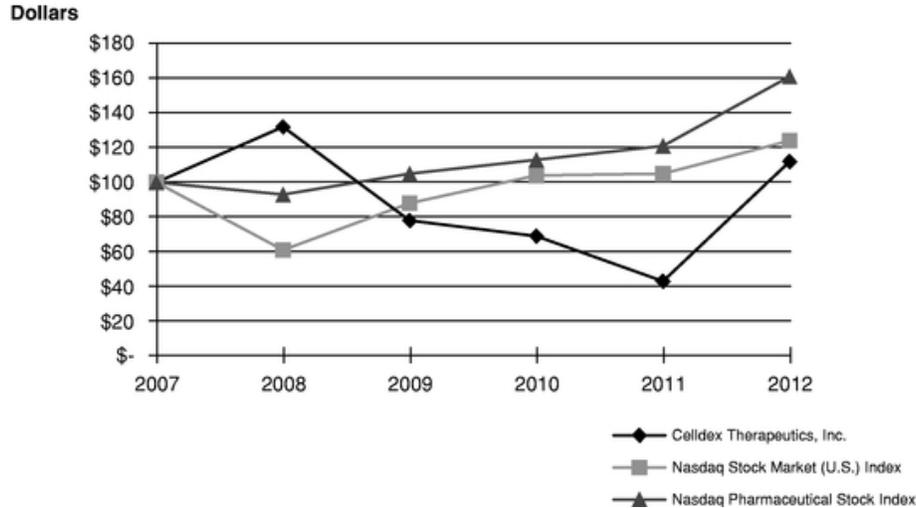
The following table provides information as of December 31, 2012 regarding shares of our common stock that may be issued under our existing equity compensation plans, including our 2008 Stock Option and Incentive Plan (the "2008 Plan") and our 2004 Employee Stock Purchase Plan (the "2004 ESPP Plan").

	<u>Equity Compensation Plan Information</u>		
	<u>Number of securities to be issued upon exercise of outstanding options and rights(1)</u>	<u>Weighted Average exercise price of outstanding options and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plan (excluding securities referenced in column (a))</u>
Equity compensation plans approved by security holders(2)	5,349,810(3)	\$ 5.98	3,390,528(4)

- (1) Does not include any Restricted Stock as such shares are already reflected in our outstanding shares.
- (2) Consists of the 2008 Plan, 2004 ESPP Plan, Celldex Research's 2005 Equity Incentive Plan and CuraGen's 2007 Stock Plan.
- (3) Does not include purchase rights accruing under the 2004 ESPP Plan because the purchase price (and therefore the number of shares to be purchased) will not be determined until the end of the purchase period.
- (4) Includes shares available for future issuance under the 2008 Plan and the 2004 ESPP Plan.

**CELDEX THERAPEUTICS, INC., NASDAQ MARKET INDEX—U.S. AND  
PEER GROUP INDICES**

The graph below compares the cumulative total stockholder return on the common stock for the period from December 31, 2007 through December 31, 2012, with the cumulative return on (i) NASDAQ Market Index—U.S. Companies and (ii) NASDAQ Pharmaceutical Index. The comparison assumes investment of \$100 on December 31, 2007 in our common stock and in each of the indices and, in each case, assumes reinvestment of all dividends. The points on the graph are as of December 31 of the year indicated.



	2007	2008	2009	2010	2011	2012
Celldex Therapeutics, Inc.	\$ 100	\$ 132	\$ 78	\$ 69	\$ 43	\$ 112
NASDAQ Stock Market (U.S.) Index	\$ 100	\$ 61	\$ 88	\$ 104	\$ 105	\$ 124
NASDAQ Pharmaceutical Stock Index	\$ 100	\$ 93	\$ 105	\$ 113	\$ 121	\$ 161

**Item 6. SELECTED FINANCIAL DATA**

The following selected consolidated financial data are derived from our financial statements. The consolidated statement of operations data for the years ended December 31, 2012, 2011 and 2010 and the consolidated balance sheet data as of December 31, 2012 and 2011 have been derived from our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. This data should be read in conjunction with our audited consolidated financial statements and related notes which are included elsewhere in this Annual Report on Form 10-K, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Item 7 below.

On October 1, 2009, our acquisition of CuraGen became effective. The CuraGen acquisition was accounted for using the acquisition method of accounting and was treated as our acquisition of CuraGen. Accordingly, the financial information presented below for periods prior to October 1, 2009 reflects the financial position and the results of operations of us alone, and for periods from October 1, 2009 forward the combined financial position and combined results of operations of us and CuraGen.

On March 7, 2008, AVANT Immunotherapeutics, Inc. ("AVANT"), a Delaware corporation organized in 1983, merged with Celldex Research (formerly known as Celldex Therapeutics, Inc.), a privately-held company, (the "AVANT Merger"). Effective October 1, 2008, we changed our name from AVANT Immunotherapeutics, Inc. to Celldex Therapeutics, Inc. The AVANT Merger was accounted

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for using the purchase method of accounting and was treated as an acquisition by Celldex Research of AVANT even though AVANT was the issuer of common stock and the surviving legal entity in the transaction. Accordingly, the financial information presented below for periods prior to March 8, 2008 reflects the financial position and the results of operations of Celldex Research alone, and for periods from March 8, 2008 forward the combined financial position and combined results of operations of Celldex Research and AVANT. All amounts are in thousands except per share data.

**CONSOLIDATED STATEMENTS OF OPERATIONS DATA**

	2012	2011	2010	2009	2008
<b>REVENUE:</b>					
Product Development and Licensing Agreements	\$ 146	\$ 110	\$ 40,187	\$ 5,662	\$ 3,716
Contracts and Grants	281	36	220	1,802	533
Product Royalties	10,775	9,119	6,386	7,716	3,207
<b>Total Revenue</b>	<b>11,202</b>	<b>9,265</b>	<b>46,793</b>	<b>15,180</b>	<b>7,456</b>
<b>OPERATING EXPENSE:</b>					
Research and Development	47,398	32,439	27,650	26,169	22,636
Royalty	10,775	9,119	12,077	8,397	3,711
Charge for In-Process Research and Development(1)	—	—	—	—	14,756
Other Operating Expense	11,106	11,106	13,521	17,464	15,109
<b>Total Operating Expense</b>	<b>69,279</b>	<b>52,664</b>	<b>53,248</b>	<b>52,030</b>	<b>56,212</b>
Operating Loss	(58,077)	(43,399)	(6,455)	(36,850)	(48,756)
Investment and Other Income, Net	530	396	5,259	248	1,411
Interest Expense	(1,576)	(1,796)	(1,337)	(452)	(156)
<b>Net Loss Before Income Taxes</b>	<b>(59,123)</b>	<b>(44,799)</b>	<b>(2,533)</b>	<b>(37,054)</b>	<b>(47,501)</b>
Income Tax Benefit	—	—	—	529	—
<b>Net Loss</b>	<b>\$ (59,123)</b>	<b>\$ (44,799)</b>	<b>\$ (2,533)</b>	<b>\$ (36,525)</b>	<b>\$ (47,501)</b>
Basic and Diluted Net Loss Per Common Share	\$ (1.02)	\$ (1.13)	\$ (0.08)	\$ (1.84)	\$ (3.34)
<b>Shares Used in Calculating Basic and Diluted Net Loss Per Common Share</b>					
	57,713	39,501	31,868	19,823	14,217

(1) The 2008 amount arose as a result of the merger between AVANT and us.

**CONSOLIDATED BALANCE SHEET DATA**

	2012	2011	2010	2009	2008
Working Capital	\$ 67,429	\$ 40,386	\$ 42,739	\$ 69,569	\$ 32,975
Total Assets	125,541	97,994	109,943	140,364	69,793
Long Term Liabilities	12,082	14,974	14,480	52,190	37,558
Accumulated Deficit	(264,129)	(205,006)	(160,207)	(157,674)	(121,149)
Total Stockholders' Equity	95,774	68,722	75,255	73,767	18,134

**Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****OVERVIEW**

We are a biopharmaceutical company focused on the development and commercialization of several immunotherapy technologies for the treatment of cancer and other difficult-to-treat diseases. Our drug candidates are derived from a broad set of complementary technologies which have the ability to utilize the human immune system and enable the creation of therapeutic agents. We are using these technologies to develop targeted immunotherapeutics comprised of antibodies, adjuvants and monotherapies and antibody-drug conjugates that prevent or treat cancer and other diseases that modify undesirable activity by the body's own proteins or cells.

Our lead drug candidates include rindopepimut (CDX-110), a targeted immunotherapeutic in a pivotal Phase 3 study for the treatment of front-line glioblastoma and a Phase 2 study for the treatment of recurrent glioblastoma and CDX-011, an antibody-drug conjugate which recently completed a randomized Phase 2b study for the treatment of advanced breast cancer. In addition, we have a number of earlier stage candidates in clinical development, including CDX-1135, a molecule that inhibits a part of the immune system called the complement system, CDX-1127, a therapeutic fully human monoclonal antibody for cancer indications, CDX-301, an immune cell mobilizing agent and dendritic cell growth factor and CDX-1401, an APC Targeting Technology™ program for cancer indications. Our drug candidates address market opportunities for which we believe current therapies are inadequate or non-existent.

We are building a fully integrated, commercial-stage biopharmaceutical company that develops important therapies for patients with unmet medical needs. Our program assets provide us with the strategic options to either retain full economic rights to our innovative therapies or seek favorable economic terms through advantageous commercial partnerships. This approach allows us to maximize the overall value of our technology and product portfolio while best ensuring the expeditious development of each individual product.

The following table includes the programs that we currently believe are significant to our business:

<u>Product (generic)</u>	<u>Indication/Field</u>	<u>Partner</u>	<u>Status</u>
<b>CLINICAL</b>			
CDX-110 (rindopepimut)	Front-line glioblastoma	—	Phase 3
CDX-011 (glembatumumab vedotin)	Metastatic breast cancer and melanoma	—	Phase 2b
CDX-110 (rindopepimut)	Recurrent glioblastoma	—	Phase 2
CDX-1135	Renal disease	—	Pilot
CDX-1127	Lymphoma/leukemia and solid tumors	—	Phase 1
CDX-301	Cancer, autoimmune disease and transplant	—	Phase 1
CDX-1401	Multiple solid tumors	—	Phase 1
<b>PRECLINICAL</b>			
CDX-014	Ovarian and renal cancer	—	Preclinical

The expenditures that will be necessary to execute our business plan are subject to numerous uncertainties. Completion of clinical trials may take several years or more, and the length of time generally varies substantially according to the type, complexity, novelty and intended use of a product candidate. It is not unusual for the clinical development of these types of product candidates to each take five years or more, and for total development costs to exceed \$100 million for each product

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candidate. Our estimates that clinical trials of the type we generally conduct are typically completed over the following timelines:

<u>Clinical Phase</u>	<u>Estimated Completion Period</u>
Phase 1	1 - 2 Years
Phase 2	1 - 5 Years
Phase 3	1 - 5 Years

The duration and the cost of clinical trials may vary significantly over the life of a project as a result of differences arising during the clinical trial protocol, including, among others, the following:

- the number of patients that ultimately participate in the trial;
- the duration of patient follow-up that seems appropriate in view of results;
- the number of clinical sites included in the trials;
- the length of time required to enroll suitable patient subjects; and
- the efficacy and safety profile of the product candidate.

We test potential product candidates in numerous preclinical studies for safety, toxicology and immunogenicity. We may then conduct multiple clinical trials for each product candidate. As we obtain results from trials, we may elect to discontinue or delay clinical trials for certain product candidates in order to focus our resources on more promising product candidates.

An element of our business strategy is to pursue the research and development of a broad portfolio of product candidates. This is intended to allow us to diversify the risks associated with our research and development expenditures. As a result, we believe our future capital requirements and our future financial success are not substantially dependent on any one product candidate. To the extent we are unable to maintain a broad range of product candidates, our dependence on the success of one or a few product candidates increases.

Regulatory approval is required before we can market our product candidates as therapeutic products. In order to proceed to subsequent clinical trial stages and to ultimately achieve regulatory approval, the regulatory agency must conclude that our clinical data is safe and effective. Historically, the results from preclinical testing and early clinical trials (through Phase 2) have often not been predictive of results obtained in later clinical trials. A number of new drugs and biologics have shown promising results in early clinical trials, but subsequently failed to establish sufficient safety and efficacy data to obtain necessary regulatory approvals.

Furthermore, our business strategy includes the option of entering into collaborative arrangements with third parties to complete the development and commercialization of our product candidates. In the event that third parties take over the clinical trial process for one of our product candidates, the estimated completion date would largely be under control of that third party rather than us. We cannot forecast with any degree of certainty which proprietary products, if any, will be subject to future collaborative arrangements, in whole or in part, and how such arrangements would affect our development plan or capital requirements. Our programs may also benefit from subsidies, grants, contracts or government or agency-sponsored studies that could reduce our development costs.

As a result of the uncertainties discussed above, among others, it is difficult to accurately estimate the duration and completion costs of our research and development projects or when, if ever, and to what extent we will receive cash inflows from the commercialization and sale of a product. Our inability to complete our research and development projects in a timely manner or our failure to enter into collaborative agreements, when appropriate, could significantly increase our capital requirements and

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could adversely impact our liquidity. These uncertainties could force us to seek additional, external sources of financing from time to time in order to continue with our business strategy. Our inability to raise additional capital, or to do so on terms reasonably acceptable to us, would jeopardize the future success of our business.

During the past five years through December 31, 2012, we incurred an aggregate of \$156.3 million in research and development expenses. The following table indicates the amount incurred for each of our significant research programs and for other identified research and development activities during the years ended December 31, 2012, 2011 and 2010. The amounts disclosed in the following table reflect direct research and development costs, license fees associated with the underlying technology and an allocation of indirect research and development costs to each program.

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
	(In thousands)		
Rindopepimut	\$ 25,004	\$ 8,366	\$ 1,718
CDX-011	6,325	4,917	4,104
CDX-1135	7,109	5,524	839
CDX-1127	4,020	5,965	4,967
CDX-301	1,482	1,112	4,345
CDX-1401	1,032	2,464	2,899
CDX-014	1,071	481	130
Other Programs	1,355	3,610	8,648
Total R&D Expense	<u>\$ 47,398</u>	<u>\$ 32,439</u>	<u>\$ 27,650</u>

### Clinical Development Programs

#### *Rindopepimut*

Our lead clinical development program, rindopepimut, is a targeted immunotherapeutic that targets the tumor-specific molecule, epidermal growth factor receptor variant III, or EGFRvIII. EGFRvIII is a mutated form of the epidermal growth factor receptor, or EGFR, that is only expressed in cancer cells and not in normal tissue and can directly contribute to cancer cell growth. EGFRvIII is expressed in approximately 30% of glioblastoma, or GB, tumors, also referred to as glioblastoma multiforme, or GBM, the most common and aggressive form of brain cancer. Rindopepimut is composed of the EGFRvIII peptide linked to a carrier protein called Keyhole Limpet Hemocyanin, or KLH, and administered together with the adjuvant GM-CSF. The Food and Drug Administration, or FDA, and the European Medicines Agency, or EMA, have both granted orphan drug designation for rindopepimut for the treatment of EGFRvIII expressing GB. The FDA has also granted Fast Track designation.

In April 2008, we and Pfizer Inc. entered into a License and Development Agreement under which Pfizer was granted an exclusive worldwide license to rindopepimut. This agreement provided for reimbursement by Pfizer of all costs incurred by us in connection with the collaboration since the effective date. In November 2010, the agreement was terminated and all rights to rindopepimut were returned to us. Since the termination of this agreement, Pfizer is no longer funding the development of rindopepimut.

The Phase 2a study of rindopepimut referred to as ACTIVATE was led by collaborating investigators at the Brain Center at Duke Comprehensive Cancer Center in Durham, North Carolina and at M.D. Anderson Cancer Center in Houston, Texas and enrolled 18 evaluable GB patients. An extension of the Phase 2a study referred to as ACT II evaluated 22 additional GB patients treated in

combination with the current standard of care, maintenance temozolomide, or TMZ, at the same two institutions.

We initiated ACT III, a Phase 2b/3 randomized study of rindopepimut combined with standard of care, TMZ, versus standard of care alone in patients with GB in over 30 sites throughout the United States. In December 2008, we announced an amendment to convert the ACT III study to a single-arm Phase 2 clinical trial in which all patients were to receive rindopepimut in combination with TMZ. The decision, which followed the recommendation of the Independent Data Monitoring Committee, was based on the observation that the majority of patients randomized to the control (standard of care) arm withdrew from this open-label study after being randomized to the control arm. Patients participating in the control arm of the study were offered the option to receive treatment with rindopepimut. Under this amendment, the ACT III study provided for a multi-center, non-randomized dataset for rindopepimut in patients with newly diagnosed GB.

In November 2012, we announced three-year survival data for each of our three Phase 2 studies in rindopepimut, ACT III, ACT II and ACTIVATE. The median overall survival, or OS, in ACT III was 24.6 months from diagnosis (21.8 months from study entry) and OS was 26% at three years. The median OS in ACT II was 24.4 months from diagnosis (20.5 months from study entry) and OS was 23% at three years. The median OS in ACTIVATE was 24.6 months from diagnosis (20.4 months from study entry) and OS was 33% at three years. In addition we also announced data from a retrospective analysis of EGFRvIII expression status and associated clinical outcome in the Phase 3 Radiation Therapy Oncology Group's, or RTOG, 0525 study. This analysis was conducted by The University of Texas MD Anderson Cancer Center in cooperation with RTOG to provide an assessment of the prognosis for patients with EGFRvIII-positive disease contemporary with the ACT III data. Across three Phase 2 studies of rindopepimut, survival data remains consistent and suggests a continuing survival benefit in comparison to independent control datasets (see chart below) at the median and at three years.

**Rindopepimut Overall Survival (OS) in EGFRvIII-Positive Glioblastoma vs Independent Control Datasets**

**Rindopepimut Phase 2 Studies (all data from study entry)**

	Medium (months)	OS at 3 years
ACT III (n=65)	21.8	26%
ACT II (n=22)	20.5	23%
ACTIVATE (n=18)	20.4	33%

**Independent Control Datasets (all data from study entry)**

MD Anderson EGFRvIII-positive patients matched(1) to ACTIVATE patient population (n=17) <i>(contemporary with ACTIVATE)</i>	12.2(2)	6%
Radiation Therapy Oncology Group (RTOG) 0525 study—all EGFRvIII-positive patients (n=142) <i>(contemporary with ACT III)</i>	15.1	18%
RTOG 0525 study—all EGFRvIII-positive patients treated with standard dose temozolomide (n=62) <i>(contemporary with ACT III)</i>	14.2	7%
RTOG 0525 study—EGFRvIII-positive patients matched(1) to ACT III/IV patient population (n=29) <i>(contemporary with ACT III)</i>	16	13%

- (1) Controls are closely matched to rindopepimut patient criteria including gross total resection of patient tumor and ~3 months without disease progression at time of study entry

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- (2) In order to provide comparable timeframes across datasets, data have been estimated assuming study entry at three months from diagnosis.

In December 2011, we initiated ACT IV, a pivotal, randomized, double-blind, controlled Phase 3 study of rindopepimut in patients with surgically resected, EGFRvIII-positive GB. Patients are randomized after the completion of surgery and standard chemoradiation treatment. The treatment regime includes a rindopepimut priming phase post-radiation followed by an adjuvant TMZ phase and a rindopepimut maintenance therapy phase. Patients are treated until disease progression or intolerance to therapy. The primary objective of the study is to determine whether rindopepimut plus adjuvant GM-CSF improves the overall survival of patients with newly diagnosed EGFRvIII-positive GB after Gross Total Resection, or GTR, when compared to treatment with TMZ and a control injection of KLH. KLH is a component of rindopepimut and was selected due to its ability to generate a similar injection site reaction to that observed with rindopepimut. ACT IV will enroll up to 440 patients at over 150 centers worldwide to recruit approximately 374 patients with GTR to be included in the primary analysis. We expect to complete patient accrual by the end of 2013 and anticipate receiving data 18 to 24 months after completing accrual. We anticipate ACT IV to cost over \$60 million during its duration.

In December 2011, we also initiated ReACT, a Phase 2 study of rindopepimut in combination with Avastin® in patients with recurrent EGFRvIII-positive GB. ReACT will enroll approximately 95 patients in a first or second relapse of GB following receipt of standard therapy and will be conducted at approximately 20 sites across the United States. Approximately 70 patients who have yet to receive Avastin will be randomized to receive either rindopepimut and Avastin or a control injection of KLH and Avastin in a blinded fashion. Another 25 patients who are refractory to Avastin having received Avastin in either the frontline or recurrent setting with subsequent progression will receive rindopepimut plus Avastin in a single treatment arm. We expect data from this study to be available in the second half of 2013.

In addition, researchers at Stanford University are conducting an investigator sponsored, pilot trial of rindopepimut in pediatric patients with pontine glioma. Patient enrollment is ongoing for this trial.

### *Glembatumumab Vedotin (CDX-011)*

CDX-011 is an antibody-drug conjugate, or ADC, that consists of a fully-human monoclonal antibody, CR011, linked to a potent cell-killing drug, monomethyl-auristatin E, or MMAE. The CR011 antibody specifically targets glycoprotein NMB, referred to as GPNMB, that is expressed in a variety of human cancers including breast cancer and melanoma. The ADC technology, comprised of MMAE and a stable linker system for attaching it to CR011, was licensed from Seattle Genetics, Inc. The ADC is designed to be stable in the bloodstream. Following intravenous administration, CDX-011 targets and binds to GPNMB and upon internalization into the targeted cell, CDX-011 is designed to release MMAE from CR011 to produce a cell-killing effect. The FDA has granted Fast Track designation to CDX-011 for the treatment of advanced, refractory/resistant GPNMB-expressing breast cancer.

**Treatment of Breast Cancer:** In June 2008, an open-label, multi-center Phase 1/2 study was initiated of CDX-011 administered intravenously once every three weeks to patients with locally advanced or metastatic breast cancer who had received prior therapy (median of seven prior regimens). The study began with a bridging phase to confirm the maximum tolerated dose, or MTD, and then expanded into a Phase 2 open-label, multi-center study.

The study confirmed the safety of CDX-011 at the pre-defined maximum dose level (1.88 mg/kg) in 6 patients. An additional 28 patients were enrolled in an expanded Phase 2 cohort (for a total of 34 treated patients at 1.88 mg/kg, the Phase 2 dose) to evaluate the PFS rate at 12 weeks. As previously seen in melanoma patients, the 1.88 mg/kg dose was well tolerated in this patient population with the most common adverse events of rash, alopecia, and fatigue. The primary activity endpoint, which called

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for at least 5 of 25 (20%) patients in the Phase 2 study portion to be progression-free at 12 weeks, was met as 9 of 26 (35%) evaluable patients were progression-free at 12 weeks.

For all patients treated at the maximum dose level, tumor shrinkage was seen in 62% (16/26) and median PFS was 9.1 weeks. A subset of 10 patients had "triple negative disease," a more aggressive breast cancer subtype that carries a high risk of relapse and reduced survival as well as limited therapeutic options due to lack of over-expression of HER2/neu, estrogen and progesterone receptors. In these patients, 78% (7/9) had some tumor shrinkage, 12-week PFS rate was 70% (7/10), and median PFS was 17.9 weeks. Tumor samples from a subset of patients across all dose groups were analyzed for GPNMB expression. The tumor samples from most patients showed evidence of stromal and/or tumor cell expression of GPNMB.

In December 2011, we completed enrollment of EMERGE, a randomized, multi-center Phase 2b study of CDX-011 in 122 patients with heavily pre-treated, advanced, GPNMB positive breast cancer. Patients were randomized (2:1) to receive either CDX-011 or single-agent Investigator's Choice, or IC, chemotherapy. Patients randomized to receive IC were allowed to cross over to receive CDX-011 following disease progression. Activity endpoints include response rate, PFS and OS.

In December 2012, we announced final results, as shown below, from the EMERGE study which suggested that CDX-011 induces significant response rates compared to currently available therapies in patient subsets with advanced, refractory breast cancers with GPNMB over-expression (expression in greater than 25% of tumor cells) and in patients with triple negative breast cancer. The overall survival, or OS, and progression free survival, or PFS, of patients treated with CDX-011 was also observed to be greatest in patients with triple negative breast cancer who also over-express GPNMB and all patients with GPNMB over-expression.

**EMERGE: Overall Response Rate and Disease Control Data**

	On target effect clearly demonstrated in targeted patient populations							
	All Patients		Triple Negative		GPNMB Over-Expression		Triple Negative and GPNMB Over-Expression	
	CDX-011	IC	CDX-011	IC	CDX-011	IC	CDX-011	IC
	(n=81)	(n=36)	(n=27)	(n=9)	(n=25)	(n=8)	(n=12)	(n=4)
Response	16%	14%	19%	0%	32%	13%	33%	0%
Disease Control Rate	57%	53%	67%	33%	64%	38%	75%	25%

*Responses per RECIST 1.1; IC = Investigator's Choice; CDX-011 arm includes 15 patients who crossed over to receive CDX-011 treatment after progression on IC. Analysis of best response excludes patients who discontinued from study without evaluable post-baseline radiographic imaging (n=15 for CDX-011 arm; n=5 for IC arm).*

**EMERGE: Overall Survival (OS) and Progression Free Survival (PFS) Data**

	On target effect clearly demonstrated in targeted patient populations							
	All Patients		Triple Negative		GPNMB Over-Expression		Triple Negative and GPNMB Over-Expression	
	CDX-011	IC	CDX-011	IC	CDX-011	IC	CDX-011	IC
Median OS (months)	7.5	7.4	6.9	6.5	10.0	5.7	10.0	5.5
	p=0.24		p=0.30		p=0.18		p=0.003	
Median PFS (months)	2.1	2.0	2.3	1.6	2.7	1.5	3.0	1.5
	p=0.38		p=0.43		p=0.14		p=0.008	

*Analyses include all treated patients. Patients who initially received Investigator's Choice (IC) and subsequently crossed over to receive CDX-011 (n=15) are included in the PFS analysis for each treatment. These patients, with a median OS of 12.5 months, are assigned to the IC arm only for OS analysis. Median OS for the remaining IC patients who did not cross over is 5.4 months. When cross over patients are removed, median OS in patients with GPNMB over-expression is 10.0 months for CDX-011 vs 5.2 months for IC (p=0.05) and median OS in triple negative patients with GPNMB over-expression is 10.0 months for CDX-011 vs 5.2 months for IC (p=0.009).*

In December 2012, we had our end of Phase 2b meeting with the FDA for our CDX-011 program. Based on this meeting, we intend to initiate a randomized study of CDX-011 suitable for accelerated approval in patients with triple negative breast cancer that also over-express GPNMB in the second half of 2013.

One lot of our CDX-011 product candidate was aseptically filled in 2009 by Formatech, a third party contract manufacturer. At the end of January 2012, we were notified by the FDA that because significant Good Manufacturing Practice, or cGMP, violations were uncovered during inspection of Formatech, our Phase 2b study for CDX-011 was being placed on partial clinical hold. The clinical hold did not significantly impact the conduct or analysis of the Phase 2b study for purposes of determining next steps in our future development of CDX-011. In March 2013, we received written confirmation from the FDA that the clinical hold was removed following their review of our clinical hold response regarding reprocessing of the CDX-011 manufactured at Formatech.

**Treatment of Metastatic Melanoma:** In 2009, we completed enrollment of 117 patients in a Phase 1/2 open-label, multi-center, dose escalation study to evaluate the safety, tolerability and pharmacokinetics of CDX-011 for patients with un-resectable Stage III or Stage IV melanoma who had failed no more than one prior line of cytotoxic therapy. The MTD was determined to be 1.88 mg/kg administered intravenously once every three weeks. The study achieved its primary activity objective with an ORR in the Phase 2 cohort of 15% (5/34). Median PFS was 3.9 months. CDX-011 was generally well tolerated, with the most frequent treatment-related adverse events being rash, fatigue, hair loss, pruritus, diarrhea and neuropathy. In the subset of patients with tumor biopsies, high levels of tumor expression of GPNMB appeared to correlate with favorable outcome. In the seven patients whose tumors were found to express high amounts of GPNMB, and who were treated at the maximum tolerated doses across all dosing schedules, median PFS was 4.9 months. The development of rash, which may be associated with the presence of GPNMB in the skin also seemed to correlate with greater PFS.

We intend to initially focus our resources on advancing CDX-011 for the treatment of breast cancer while pursuing further development of CDX-011 in melanoma and other indications that are known to express GPNMB.

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*CDX-1135*

CDX-1135 is a molecule that inhibits a part of the human immune system called the complement system. The complement system is a series of proteins that are important initiators of the body's acute inflammatory response against disease, infection and injury. Excessive complement activation also plays a role in some persistent inflammatory conditions. CDX-1135 is a soluble form of naturally occurring Complement Receptor 1 that has been shown to inhibit the activation of the complement cascade in animal models and in human clinical trials. In preclinical studies, CDX-1135 has been shown to inhibit both the classical and alternative pathways of complement activation.

Dense Deposit Disease, or DDD, is a rare and devastating disease that is caused by uncontrolled activation of the alternative pathway of complement and leads to progressive kidney damage in children. There is currently no treatment for patients with DDD and about half progress to end-stage renal disease within 10 years. Because DDD recurs in virtually all patients who receive a kidney transplant, transplantation is not a viable option for these patients. In animal models of DDD, CDX-1135 treatment showed evidence of reversal of kidney damage.

Initial experience under an investigator sponsored IND indicated that CDX-1135 limits complement abnormalities in DDD. In 2011, we completed process development activities and in 2011 and 2012 we manufactured multiple runs of cGMP clinical drug product at our Fall River manufacturing facility in preparation for our Phase 2 pilot study. We are planning to initiate a pilot study of CDX-1135 in a small number of DDD patients to determine the appropriate dose and regimen for further clinical development based on safety, tolerability and biological activity with data expected by the end of 2013.

*CDX-1127*

CDX-1127 is a human monoclonal antibody that targets CD27, a potentially important target for immunotherapy of various cancers. We have entered into license agreements with the University of Southampton, UK for intellectual property related to uses of anti-CD27 antibodies and with Medarex (now a subsidiary of the Bristol-Myers Squibb Company) for access to the UltiMab technology to develop and commercialize human antibodies to CD27. CD27 acts downstream from CD40 and may provide a novel way to regulate the immune responses. CD27 is a co-stimulatory molecule on T cells and is over-expressed in certain lymphomas and leukemias. CDX-1127 is an agonist antibody designed to have two potential therapeutic mechanisms. CDX-1127 has been shown to activate immune cells that can target and eliminate cancerous cells in tumor-bearing mice and to directly kill or inhibit the growth of CD27 expressing lymphomas and leukemias in vitro and in vivo. Both mechanisms have been seen even at low doses in appropriate preclinical models.

In November 2011, we initiated an open label, dose-escalating Phase 1 study of CDX-1127 in patients with selected malignant solid tumors or hematologic cancers at multiple clinical sites in the United States. The Phase 1 study is designed to test five escalating doses of CDX-1127 to determine a Phase 2 dose for further development based on safety, tolerability, potential activity and immunogenicity. The study will accrue approximately 30 patients in each of the two arms, either selected refractory or relapsed solid tumors or lymphomas or leukemias known to express CD27. Patients will have received all appropriate prior therapies for their specific disease. The trial design incorporates both single dosing and multiple dosing regimens at each dose level. Enrollment has completed in the Phase 1 portion of the solid tumor arm and CDX-1127 was determined to be well tolerated to date, including at the highest dose level. Following a review of the clinical data from these patients, an expansion cohort will be enrolled in 2013. We continue to enroll patients in the dose escalation portion of the lymphoma and leukemia arm and also plan the initiation of an expansion cohort of this arm in 2013. We anticipate reporting data from the CDX-1127 program in the second half of 2013.

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### *CDX-301*

CDX-301 is a FMS-like tyrosine kinase 3 ligand, or Flt3L, stem cell mobilizer and dendritic cell growth factor. We licensed CDX-301 from Amgen in March 2009. CDX-301 is a potent hematopoietic cytokine that stimulates the expansion and differentiation of hematopoietic progenitor and stem cells. CDX-301 has demonstrated a unique capacity to increase the number of circulating dendritic cells in both laboratory and clinical studies. In addition, CDX-301 has shown impressive results in models of cancer, infectious diseases and inflammatory/autoimmune diseases. We believe CDX-301 may hold significant opportunity for synergistic development in combination with other proprietary molecules in our portfolio.

In February 2013, we announced final results from our dose-escalating Phase 1 study of CDX-301 in 30 healthy subjects in collaboration with Rockefeller University. The Phase 1 study evaluated seven different dosing regimens of CDX-301 to determine the appropriate dose for further development based on safety, tolerability, and biological activity. The data from the study were consistent with previous clinical experience and demonstrated that CDX-301 was well-tolerated and can effectively mobilize hematopoietic stem cell populations in healthy volunteers. Based on the safety profile and the increases observed for CD34+ stem cells and dendritic cells, we plan to initiate a pilot study in hematopoietic stem cell transplant by the end of 2013.

### *CDX-1401*

CDX-1401, developed from our APC Targeting Technology, is a fusion protein consisting of a fully human monoclonal antibody with specificity for the dendritic cell receptor, DEC-205, linked to the NY-ESO-1 tumor antigen. In humans, NY-ESO-1 has been detected in 20 - 30% of all melanoma, lung, esophageal, liver, gastric, prostate, ovarian and bladder cancers, thus representing a broad opportunity. This product is intended to selectively deliver the NY-ESO-1 antigen to dendritic cells for generating robust immune responses against cancer cells expressing NY-ESO-1. We are developing CDX-1401 for the treatment of malignant melanoma and a variety of solid tumors which express the proprietary cancer antigen NY-ESO-1, which we licensed from the Ludwig Institute for Cancer Research in 2006. Preclinical studies have shown that CDX-1401 is effective for activation of human T cell responses against NY-ESO-1.

In October 2012, we announced results from a dose-escalating, multi-center, Phase 1 study that evaluated three different doses of CDX-1401 in combination with toll-like receptor agonists poly-ICLC or Hiltonol™ and/or R848 or resiquimod. In total, the study enrolled 45 patients with advanced malignancies that had progressed after any available curative and/or salvage therapies. 60% of patients had confirmed NY-ESO expression in archived tumor sample. Thirteen patients maintained stable disease for up to 13.4 months with a median of 6.7 months. Treatment was well-tolerated and there were no dose limiting toxicities. Humoral responses were elicited in both NY-ESO-1 positive and negative patients. NY-ESO-1-specific T cell responses were absent or low at baseline, but increased post-vaccination in 53% of evaluable patients, including both CD4 and/or CD8 T cell responses. Robust immune responses were observed with CDX-1401 with resiquimod and Poly ICLC alone and in combination. The study has identified a well-tolerated and immunogenic regimen to take forward into the future studies and we expect that a study sponsored by the Cancer Immunotherapy Trials Network of the National Cancer Institute will be initiated in 2013.

### **Preclinical Programs**

#### *CDX-014*

CDX-014 is a fully-human monoclonal ADC that targets TIM-1, a molecule that is highly expressed on renal and ovarian cancers with minimal expression in normal tissues. The antibody, CDX-014, is linked to MMAE using Seattle Genetics' proprietary technology. The ADC is designed to

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be stable in the bloodstream, but to release MMAE upon internalization into TIM-1-expressing tumor cells, resulting in a targeted cell-killing effect. CDX-014 has shown potent activity in preclinical models of ovarian and renal cancer. We are conducting proof-of-concept studies in 2013 to optimize the drug candidate to move into future manufacturing and IND-enabling studies.

### **Marketed Products**

#### *Rotavirus Vaccine*

Rotavirus is a major cause of diarrhea and vomiting in infants and children. In 1997, we licensed our oral rotavirus strain to Glaxo and Glaxo assumed responsibility for all subsequent clinical trials and all other development activities. We licensed-in the rotavirus strain that was used to develop Glaxo's Rotarix rotavirus vaccine in 1995 and owe a license fee of 30% to Cincinnati Children's Hospital Medical Center, or CCH, on net royalties received from Glaxo. In May 2005, we entered into an agreement whereby an affiliate of Paul Royalty Fund II, L.P., or PRF, purchased a 70% interest in the net royalties we received on worldwide sales of Rotarix.

In December 2012, a U.S. patent for our rotavirus strain that we licensed to Glaxo expired. The Glaxo agreement terminates automatically upon the expiration, lapse or invalidation of the last relevant patent right (patent or patent application) covered by the Glaxo agreement. The only remaining relevant patent right is a patent application in Mexico with a projected final expiry date in May 2013 which is under appeal. The PRF agreement provided for a normal expiry of the PRF agreement on December 12, 2012 except that the PRF agreement provides for an exclusive 120-day right of negotiation for extension in certain circumstances.

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our significant accounting policies are described in Note 2 to the consolidated financial statements included in Item 8 of this Form 10-K. We believe our most critical accounting policies include accounting for business combinations, revenue recognition, impairment of long-lived assets, research and development expenses and stock-based compensation expense.

The methods, estimates and judgments we use in applying our most critical accounting policies have a significant impact on the results we report in our consolidated financial statements. We evaluate our estimates and judgments on an on-going basis. We base our estimates on historical experience and on assumptions that we believe to be reasonable under the circumstances. Our experience and assumptions form the basis for our judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may vary from what we anticipate and different assumptions or estimates about the future could materially change our reported results. We believe the following accounting policies are the most critical to us in that they are important to the portrayal of our financial statements and they require our most difficult, subjective or complex judgments in the preparation of our consolidated financial statements:

#### *Business Combinations*

We account for business combinations under the acquisition method of accounting. We record the fair value of the consideration transferred to acquire a business to the tangible assets and identifiable intangible assets acquired and liabilities assumed on the basis of their fair values at the date of acquisition. We assess the fair value of assets, including intangible assets such as IPR&D, using a variety of methods including present-value models. Each asset is measured at fair value from the perspective of a market participant. The method used to estimate the fair values of IPR&D assets incorporates significant assumptions regarding the estimates a market participant would make in order to evaluate an asset, including a market participant's assumptions regarding the probability of completing IPR&D projects, which would require obtaining regulatory approval for marketing of the

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associated drug candidate; a market participant's estimates regarding the timing of and the expected costs to complete IPR&D projects; a market participant's estimates of future cash flows from potential product sales; and the appropriate discount rates for a market participant. Transaction costs and restructuring costs associated with the transaction are expensed as incurred.

IPR&D assets acquired in a business combination initially are recorded at fair value and accounted for as indefinite-lived intangible assets. These assets are maintained on our consolidated balance sheets until either the project underlying them is completed or the assets become impaired. If a project is completed, the carrying value of the related intangible asset is amortized over the remaining estimated life of the asset beginning in the period in which the project is completed. If a project becomes impaired or is abandoned, the carrying value of the related intangible asset is written down to its fair value and an impairment charge is taken in the period in which the impairment occurs. IPR&D assets are tested for impairment on an annual basis during the third quarter, or earlier if impairment indicators are present. We performed an annual impairment test of the IPR&D assets as of July 1, 2012 and concluded that the IPR&D assets were not impaired.

Intangible assets acquired in a business combination with a finite life are recorded at fair value and amortized over the greater of economic consumption or on a straight-line basis over their estimated useful life.

The difference between the purchase price and the fair value of assets acquired and liabilities assumed in a business combination is recorded to goodwill. Goodwill is evaluated for impairment on an annual basis during the third quarter, or earlier if impairment indicators are present. We performed an annual impairment test of the goodwill asset as of July 1, 2012 and concluded that the goodwill asset was not impaired.

### *Revenue Recognition*

We recognizes revenue when all of the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred or services have been rendered; the seller's price to the buyer is fixed or determinable; and collectability is reasonably assured.

We have entered into and in the future may enter into biopharmaceutical product development agreements with collaborative partners for the research and development of therapeutic drug products. The terms of the agreements may include nonrefundable signing and licensing fees, funding for research, development and manufacturing, milestone payments and royalties on any product sales derived from collaborations. These multiple element arrangements are analyzed to determine whether the deliverables can be separated or whether they must be accounted for as a single unit of accounting. In accounting for these transactions, we allocate revenue to the various elements based on their fair value. The fair value of a revenue generating element can be based on current selling prices offered by us or another party for current products or our best estimate of a selling price for future products. Revenue allocated to an individual element is recognized when all other revenue recognition criteria are met for that element.

These collaborative and other agreements may contain milestone payments. Revenues from milestones, if they are considered substantive, are recognized upon successful accomplishment of the milestones. Determining whether a milestone is substantive involves judgment, including an assessment of our involvement in achieving the milestones and whether the amount of the payment is commensurate to our performance. If not considered substantive, milestones are initially deferred and recognized over the remaining performance obligation.

Payments received to fund certain research activities are recognized as revenue in the period in which the research activities are performed. Revenue from contracts and grants is recognized as the services are performed and recorded as effort is expended on the contracted work and billed to the

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government or our contractual partner. Payments received in advance that are related to future performance are deferred and recognized as revenue when the research projects are performed.

Product royalty revenue consists of payments received from licensees for a portion of sales proceeds from products that utilize our licensed technologies and are recognized when the amount of and basis for such royalty payments are reported to us in accurate and appropriate form and in accordance with the related license agreement.

### *Impairment of Long-Lived Assets*

We evaluate the recoverability of our long-lived assets, including property and equipment, and intangible assets when circumstances indicate that an event of impairment may have occurred. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. In the event that such cash flows are not expected to be sufficient to recover the carrying amount of the assets, the assets are written-down to their estimated fair values.

### *Research and Development Expenses*

Research and development costs, including internal and contract research costs, are expensed as incurred. Research and development expenses consist mainly of clinical trial costs, manufacturing of clinical material, toxicology and other studies, personnel costs, depreciation, license fees and funding of outside research.

Clinical trial expenses include expenses associated with clinical research organizations (CRO). The invoicing from CROs for services rendered can lag several months. We accrue the cost of services rendered in connection with CRO activities based on our estimate of site management, monitoring costs, and project management costs. We maintain regular communication with our CROs to gauge the reasonableness of our estimates. Differences between actual clinical trial expenses and estimated clinical trial expenses recorded have not been material and are adjusted for in the period in which they become known.

### *Stock-Based Compensation Expense*

We record stock-based compensation expense for all stock-based awards made to employees and directors based on the estimated fair values of the stock-based awards expected to vest at the grant date and is adjusted, if necessary, to reflect actual forfeitures. Compensation expense for all stock-based awards to employees and directors is recognized using the straight-line method over the term of vesting or performance.

We record stock-based compensation expense for stock options granted to non-employees based on the fair value of the stock options which is re-measured over the vesting term resulting in periodic adjustments to stock-based compensation expense.

**RESULTS OF OPERATIONS***Year Ended December 31, 2012 compared with Year Ended December 31, 2011*

	Year Ended December 31,		Increase/ (Decrease) \$	Increase/ (Decrease) %
	2012	2011 (In thousands)		
<b>Revenue:</b>				
Product Development and Licensing Agreements	\$ 146	\$ 110	\$ 36	33%
Contracts and Grants	281	36	245	681%
Product Royalties	10,775	9,119	1,656	18%
<b>Total Revenue</b>	<b>\$ 11,202</b>	<b>\$ 9,265</b>	<b>\$ 1,937</b>	<b>21%</b>
<b>Operating Expense:</b>				
Research and Development	47,398	32,439	14,959	46%
Royalty	10,775	9,119	1,656	18%
General and Administrative	10,016	9,193	823	9%
Amortization of Acquired Intangible Assets	1,090	1,913	(823)	(43)%
<b>Total Operating Expense</b>	<b>69,279</b>	<b>52,664</b>	<b>16,615</b>	<b>32%</b>
Operating Loss	(58,077)	(43,399)	14,678	34%
Investment and Other Income, Net	530	396	134	34%
Interest Expense	(1,576)	(1,796)	(220)	(12)%
<b>Net Loss</b>	<b>\$ (59,123)</b>	<b>\$ (44,799)</b>	<b>\$ 14,324</b>	<b>32%</b>

*Net Loss*

The \$14.3 million increase in net loss for the year ended December 31, 2012 compared to the year ended December 31, 2011 was primarily the result of an increase in research and development and general and administrative expenses, partially offset by a decrease in amortization expense on acquired intangible assets.

*Revenue*

The \$0.2 million increase in contracts and grants revenue for the year ended December 31, 2012 compared to the year ended December 31, 2011 was due to an APC Targeting Technology-based HIV vaccine being funded through a Small Business Innovation Research, or SBIR, grant in collaboration with Rockefeller University. The \$1.7 million increase in product royalty revenue for the year ended December 31, 2012 compared to the year ended December 31, 2011 was related to our retained interests in Rotarix net royalties which were not sold to PRF and which is equal to the amount payable to CCH and recognized in royalty expense by us. We expect that royalty revenue related to the Glaxo agreement will end during the year ending December 31, 2013. In December 2012, a U.S. patent for our rotavirus strain that we licensed to Glaxo expired. The Glaxo agreement terminates automatically upon the expiration, lapse or invalidation of the last relevant patent right (patent or patent application) covered by the Glaxo agreement. The only remaining relevant patent right is a patent application in Mexico with a projected final expiry date in May 2013 which is under appeal. The PRF agreement provided for a normal expiry of the PRF agreement on December 12, 2012 except that the PRF agreement provides for an exclusive 120-day right of negotiation for extension in certain circumstances.

[Table of Contents](#)*Research and Development Expense*

Research and development expenses consist primarily of (i) personnel expenses, (ii) laboratory supply expenses relating to the development of our technology, (iii) facility expenses, and (iv) product development expenses associated with our drug candidates as follows:

	Year Ended December 31,		Increase/ (Decrease) \$	Increase/ (Decrease) %
	2012	2011		
	(In thousands)			
Personnel	\$ 13,465	\$ 12,715	\$ 750	6%
Laboratory Supplies	2,062	1,920	142	7%
Facility	4,457	4,674	(217)	(5)%
Product Development	24,426	10,044	14,382	143%

Personnel expenses primarily include salary, benefits, stock-based compensation and payroll taxes. The \$0.8 million increase in personnel expenses for the year ended December 31, 2012 compared to the year ended December 31, 2011 was primarily due to higher headcount. We expect personnel expenses to increase over the next twelve months as we plan to continue to increase our headcount, primarily to support our rindopepimut and CDX-011 programs.

Laboratory supply expenses include laboratory materials and supplies, services, and other related expenses incurred in the development of our technology. The \$0.1 million increase in laboratory supply expenses for the year ended December 31, 2012 compared to the year ended December 31, 2011 was primarily due to higher manufacturing supply purchases. We expect supply expenses to remain relatively consistent over the next twelve months, although there may be fluctuations on a quarterly basis.

Facility expenses include depreciation, amortization, utilities, rent, maintenance, and other related expenses incurred at our facilities. The \$0.2 million decrease in facility expenses for the year ended December 31, 2012 compared to the year ended December 31, 2011 was primarily due to lower depreciation and amortization expenses. We expect facility expenses to remain relatively consistent over the next twelve months, although there may be fluctuations on a quarterly basis.

Product development expenses include clinical investigator site fees, external trial monitoring costs, data accumulation costs, contracted research and outside clinical drug product manufacturing. The \$14.4 million increase in product development expenses for the year ended December 31, 2012 compared to the year ended December 31, 2011 was primarily the result of an increase in clinical trial costs of \$14.3 million primarily due to our rindopepimut program. We expect product development expenses to increase over the next twelve months due to the increase in clinical trial expenses related to our rindopepimut and CDX-011 programs, although there may be fluctuations on a quarterly basis.

*Royalty Expense*

Royalty expenses include product royalty and sublicense royalty fees on our out-licensed programs. The \$1.7 million increase in royalty expenses for the year ended December 31, 2012 compared to the year ended December 31, 2011 was primarily due to an increase in Rotarix related royalty fees. Our retained interests in Rotarix net royalties which were not sold to PRF are recorded as product royalty revenue and a corresponding amount that is payable to CCH is recorded as royalty expense. We expect royalty expense related to the Glaxo agreement will end during the year ended December 31, 2013. The Glaxo agreement terminates automatically upon the expiration, lapse or invalidation of the last relevant patent right (patent or patent application) covered by the Glaxo agreement. The only remaining relevant patent right is a patent application in Mexico with a projected final expiry date in May 2013 which is under appeal. The PRF agreement provided for a normal expiry of the PRF

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agreement on December 12, 2012 except that the PRF agreement provides for an exclusive 120-day right of negotiation for extension in certain circumstances.

*General and Administrative Expense*

The \$0.8 million increase in general and administrative expenses for the year ended December 31, 2012 compared to the year ended December 31, 2011 was primarily due to higher headcount and rindopepimut-related commercialization expenses. We expect general and administrative expense to increase over the next twelve months due to increased commercialization efforts, although there may be fluctuations on a quarterly basis.

*Amortization Expense*

The \$0.8 million decrease in amortization expenses for the year ended December 31, 2012 compared to the year ended December 31, 2011 was due to certain intangible assets becoming fully amortized during 2011. We expect amortization expense of acquired intangible assets to remain relatively consistent over the next twelve months.

*Investment and Other Income, Net*

The \$0.1 million increase in investment and other income, net for the year ended December 31, 2012 compared to the year ended December 31, 2011 was primarily due to us recognizing \$0.1 million in other income related to our sale of New Jersey tax benefits. We anticipate investment income to increase over the next twelve months due to higher cash and investment balances resulting from fundraising efforts in January and February 2013.

*Interest Expense*

The \$0.2 million decrease in interest expense for the year ended December 31, 2012 compared to the year ended December 31, 2011 was due to a decrease in our Term Loan balance. We anticipate interest expense to decrease over the next twelve months as we continue to make monthly principal payments on our Term Loan.

*Year Ended December 31, 2011 compared with Year Ended December 31, 2010*

	Year Ended December 31,		Increase/ (Decrease) \$	Increase/ (Decrease) %
	2011	2010		
	(In thousands)			
<b>Revenue:</b>				
Product Development and Licensing Agreements	\$ 110	\$ 40,187	\$ (40,077)	(100)%
Contracts and Grants	36	220	(184)	(84)%
Product Royalties	9,119	6,386	2,733	43%
<b>Total Revenue</b>	<b>\$ 9,265</b>	<b>\$ 46,793</b>	<b>\$ (37,528)</b>	<b>(80)%</b>
<b>Operating Expense:</b>				
Research and Development	32,439	27,650	4,789	17%
Royalty	9,119	12,077	(2,958)	(24)%
General and Administrative	9,193	10,378	(1,185)	(11)%
Amortization of Acquired Intangible Assets	1,913	3,143	(1,230)	(39)%
<b>Total Operating Expense</b>	<b>52,664</b>	<b>53,248</b>	<b>(584)</b>	<b>(1)%</b>
Operating Loss	(43,399)	(6,455)	36,944	572%
Investment and Other Income, Net	396	5,259	(4,863)	(92)%
Interest Expense	(1,796)	(1,337)	459	34%
<b>Net Loss</b>	<b>\$ (44,799)</b>	<b>\$ (2,533)</b>	<b>\$ 42,266</b>	<b>1,669%</b>

*Net Loss*

The \$42.3 million increase in net loss for the year ended December 31, 2011 compared to the year ended December 31, 2010 was primarily the result of a decrease in product development and licensing agreement revenue.

*Revenue*

The \$40.1 million decrease in product development and licensing agreement revenue for the year ended December 31, 2011 compared to the year ended December 31, 2010 was primarily due to the termination of the Pfizer Agreement which resulted in us recognizing the remaining deferred revenue of \$35.6 million during the year ended December 31, 2010. The \$0.2 million decrease in contracts and grants revenue for the year ended December 31, 2011 compared to the year ended December 31, 2010 was due to a decrease in revenue related to our vaccine development work on Rockefeller's DCVax-001 (CDX-2401) program. The \$2.7 million increase in product royalty revenue for the year ended December 31, 2011 compared to the year ended December 31, 2010 was related to our retained interests in Rotarix net royalties which were not sold to PRF and which is equal to the amount payable to CCH and recognized in royalty expense by us.

[Table of Contents](#)*Research and Development Expense*

Research and development expenses consist primarily of (i) personnel expenses, (ii) laboratory supply expenses relating to the development of our technology, (iii) facility expenses, and (iv) product development expenses associated with our drug candidates as follows:

	Year Ended December 31,		Increase/ (Decrease) \$	Increase/ (Decrease) %
	2011	2010		
	(In thousands)			
Personnel	\$ 12,715	\$ 12,204	\$ 511	4%
Laboratory Supplies	1,920	1,779	141	8%
Facility	4,674	4,962	(288)	(6)%
Product Development	10,044	5,832	4,212	72%

Personnel expenses primarily include salary, benefits, stock-based compensation and payroll taxes. The \$0.5 million increase in personnel expenses for the year ended December 31, 2011 compared to the year ended December 31, 2010 was due to higher headcount.

Laboratory supply expenses include laboratory materials and supplies, services, and other related expenses incurred in the development of our technology. The \$0.1 million increase in laboratory supply expenses for the year ended December 31, 2011 compared to the year ended December 31, 2010 was primarily due to the renovations completed during the year ended December 31, 2010 at our Fall River, MA manufacturing facility during which manufacturing activities ceased.

Facility expenses include depreciation, amortization, utilities, rent, maintenance, and other related expenses incurred at our facilities. The \$0.3 million decrease in facility expenses for the year ended December 31, 2011 compared to the year ended December 31, 2010 was primarily due to lower depreciation and amortization expenses.

Product development expenses include clinical investigator site fees, external trial monitoring costs, data accumulation costs, contracted research and outside clinical drug product manufacturing. The \$4.2 million increase in product development expenses for the year ended December 31, 2011 compared to the year ended December 31, 2010 was primarily due to an increase in clinical trial costs of \$4.6 million primarily due to our rindopepimut and CDX-011 programs.

*Royalty Expense*

Royalty expenses include product royalty and sublicense royalty fees on our out-licensed programs. The \$3.0 million decrease in royalty expenses for the year ended December 31, 2011 compared to the year ended December 31, 2010 was primarily due to the termination of the Pfizer Agreement which resulted in us recognizing the remaining deferred sublicense fees of \$5.1 million, partially offset by an increase in Rotarix related royalty fees. Our retained interests in Rotarix net royalties which were not sold to PRF are recorded as product royalty revenue and a corresponding amount that is payable to CCH is recorded as royalty expense.

*General and Administrative Expense*

The \$1.2 million decrease in general and administrative expenses for the year ended December 31, 2011 compared to the year ended December 31, 2010 was primarily due a decrease in legal, patent and other professional services.

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### *Amortization Expense*

The \$1.2 million decrease in amortization expenses for the year ended December 31, 2011 compared to the year ended December 31, 2010 was primarily due to the TopoTarget intangible asset becoming fully amortized during the year ended December 31, 2011. We recorded amortization expense related to the TopoTarget Agreement of \$0.3 million and \$1.7 million for the years ended December 31, 2011 and 2010, respectively.

### *Investment and Other Income, Net*

The \$4.9 million decrease in investment and other income, net for the year ended December 31, 2011 compared to the year ended December 31, 2010 was primarily due to \$3.0 million received in connection with the TopoTarget Agreement and \$1.7 million received related to the IRS Qualifying Therapeutic Discovery Grants during the year ended December 31, 2010.

### *Interest Expense*

The \$0.5 million increase in interest expense for the year ended December 31, 2011 compared to the year ended December 31, 2010 was due to an increase in our Term Loan balance.

## **LIQUIDITY AND CAPITAL RESOURCES**

Our cash equivalents are highly liquid investments with a maturity of three months or less at the date of purchase and consist primarily of investments in money market mutual funds with commercial banks and financial institutions. We maintain cash balances with financial institutions in excess of insured limits. We do not anticipate any losses with respect to such cash balances. We invest our excess cash balances in marketable securities including municipal bond securities, U.S. government agency securities, and high-grade corporate bonds that meet high credit quality standards, as specified in our investment policy. Our investment policy seeks to manage these assets to achieve our goals of preserving principal and maintaining adequate liquidity.

The use of our cash flows for operations has primarily consisted of salaries and wages for our employees, facility and facility-related costs for our offices, laboratories and manufacturing facility, fees paid in connection with preclinical studies, clinical studies, contract manufacturing, laboratory supplies and services, consulting, legal and other professional fees. To date, the primary sources of cash flows from operations have been payments received from our collaborative partners and from government entities. The timing of any new collaboration agreements, government contracts or grants and any payments under these agreements, contracts or grants cannot be easily predicted and may vary significantly from quarter to quarter.

At December 31, 2012, our principal sources of liquidity consisted of cash, cash equivalents and marketable securities of \$84.0 million. Our working capital at December 31, 2012 was \$67.4 million. At December 31, 2012, our Term Loan balance was \$11.3 million. We incurred a loss of \$59.1 million for the year ended December 31, 2012. Net cash used in operations for the year ended December 31, 2012 was \$49.8 million. In January 2013, we issued 2,433,608 shares of common stock under the Cantor Amendment and raised \$17.1 million in net proceeds. In February 2013, we issued 13,800,000 shares of common stock in an underwritten public offering and raised \$97.0 million, after deducting underwriting fees and estimated offering expenses. We believe that the cash, cash equivalents and marketable securities at December 31, 2012 and the \$114.1 million raised during the two months ended February 28, 2013 are sufficient to meet estimated working capital requirements and fund planned operations for at least the next twelve months.

During the next twelve months, we may take further steps to raise additional capital to fund our long-term liquidity needs. Our capital raising activities may include, but may not be limited to, one or

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more of the following: the licensing of technology programs with existing or new collaborative partners, possible business combinations, issuance of debt, or the issuance of common stock or other securities via private placements or public offerings. While we may continue to seek capital through a number of means, there can be no assurance that additional financing will be available on acceptable terms, if at all, and our negotiating position in capital-raising efforts may worsen as existing resources are used. There is also no assurance that we will be able to enter into further collaborative relationships. Additional equity financing may be dilutive to our stockholders; debt financing, if available, may involve significant cash payment obligations and covenants that restrict our ability to operate as a business; and licensing or strategic collaborations may result in royalties or other terms which reduce our economic potential from products under development. If we are unable to raise the funds necessary to meet our long-term liquidity needs, we may have to delay or discontinue the development of one or more programs, discontinue or delay on-going or anticipated clinical trials, license out programs earlier than expected, raise funds at significant discount or on other unfavorable terms, if at all, or sell all or part of our business.

### *Operating Activities*

Net cash used in operating activities was \$49.8 million for the year ended December 31, 2012 compared to \$35.7 million for the year ended December 31, 2011. The increase in net cash used in operating activities was primarily due to an increase in net loss of \$14.3 million. We expect that cash used in operating activities will increase over the next twelve months primarily related to costs incurred on our rindopepimut and CDX-011 programs.

We have incurred and will continue to incur significant costs in the area of research and development, including preclinical and clinical trials, as our drug candidates are developed. We plan to spend significant amounts to progress our current drug candidates through the clinical trial and commercialization processes as well as to develop additional drug candidates. As our drug candidates progress through the clinical trial process, we may be obligated to make significant milestone payments.

### *Investing Activities*

Net cash used in investing activities was \$17.0 million for the year ended December 31, 2012 compared to \$2.2 million for the year ended December 31, 2011. The increase in net cash used in investing activities was primarily due to net purchases of marketable securities for the year ended December 31, 2012 of \$16.9 million as compared to \$1.7 million for the year ended December 31, 2011. We expect that cash used in investing activities will increase over the next twelve months as we purchase more marketable securities with the funds raised during the two months ended February 28, 2013.

### *Financing Activities*

Net cash provided by financing activities was \$79.8 million for the year ended December 31, 2012 compared to \$28.4 million for the year ended December 31, 2011. Net proceeds from stock issuances were \$83.8 million during the year ended December 31, 2012 compared to \$36.0 million for the year ended December 31, 2011. We paid \$4.0 million in principal payments on our Term Loan during the year ended December 31, 2012. In February 2011, we paid \$12.5 million to satisfy all outstanding principal related to the convertible subordinated debt assumed in connection with the CuraGen acquisition. In March 2011, we amended the Loan Agreement and borrowed \$5 million from GECC to increase the amount owed under the Term Loan to \$15 million.

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### *Equity Offerings*

In April 2010, we filed a shelf registration statement with the Securities and Exchange Commission to register for sale any combination of the types of securities described in the shelf registration statement up to a dollar amount of \$150 million. The shelf registration went effective on April 22, 2010. In December 2012, we filed a new shelf registration statement with the Securities and Exchange Commission to register for sale any combination of the types of securities described in the new shelf registration statement up to a dollar amount of \$200 million. The new shelf registration went effective on January 16, 2013.

In January 2011, we entered into a controlled equity offering sales agreement with Cantor Fitzgerald & Co. pursuant to which we could issue and sell up to 5,000,000 shares of our common stock from time to time through Cantor, acting as agent. During the years ended December 31, 2012 and 2011, we issued 4,425,000 and 575,000 shares of common stock under the Cantor Agreement and raised \$19.0 million and \$2.2 million in net proceeds, after deducting commission and offering expenses, respectively.

In September 2012, we amended the Cantor agreement to allow us to issue and sell additional shares of our common stock having an aggregate offering price of up to \$44.0 million. Under the Cantor amendment, we will pay Cantor a fixed commission rate of 3.0% of the gross sales price per share of any common stock sold through Cantor. The Cantor amendment terminates upon ten day notice by either Cantor or us. During the year ended December 31, 2012, we issued 3,578,290 shares under the Cantor amendment and raised \$21.1 million in net proceeds. During January 2013, we issued 2,433,608 shares under the Cantor amendment and raised \$17.1 million in net proceeds. At February 28, 2013, we had \$4.4 million remaining in aggregate offering price available under the Cantor amendment which may be sold upon the expiration of the 90-day lock-up with the underwriters of our underwritten public offering in February 2013.

In May 2011, we issued 11,500,000 shares of our common stock in an underwritten public offering, including the underwriter's exercise of their full over-allotment option to purchase an additional 1,500,000 shares of common stock. The net proceeds to us were \$33.7 million, after deducting underwriting fees and offering expenses.

During February and March 2012, we issued 12,075,000 shares of our common stock in an underwritten public offering, including the underwriter's exercise of their full over-allotment option to purchase an additional 1,575,000 shares of common stock. The net proceeds to us were \$43.4 million, after deducting underwriting fees and offering expenses.

In February 2013, we issued 13,800,000 shares of our common stock in an underwritten public offering, including the underwriter's exercise of their full over-allotment option to purchase an additional 1,800,000 shares of common stock. The net proceeds to us were \$97.0 million, after deducting underwriting fees and offering expenses.

### *Term Loan*

On December 30, 2010, we entered the Loan Agreement with MidCap pursuant to which we borrowed \$10 million from MidCap. In March 2011, we amended the Loan Agreement and borrowed \$5 million from GECC to increase the amount owed under the Term Loan to \$15 million. No additional advances are available under the Loan Agreement. The Term Loan accrues interest at a fixed annual interest rate equal to the greater of (i) the sum of (A) the LIBOR Rate (as defined in the Loan Agreement) plus (B) 6.25%; or (ii) a minimum rate of 9.50%. In September 2011, we exercised an option to extend the interest-only period by 6 months from October 1, 2011 to April 1, 2012. In March 2012, we amended the Loan Agreement to extend the maturity date from December 2013 to

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December 2014 in return for an upfront fee of \$25,000 and an additional fee of \$37,500 due upon repayment of the Term Loan in full.

Interest on the Term Loan is payable monthly and principal is due, as amended, in 34 equal consecutive monthly installments commencing on April 1, 2012. All unpaid principal and accrued interest with respect to the Term Loan is due and payable on the earlier of (A) December 30, 2014 or (B) the date that the Term Loan otherwise becomes due and payable under the terms of the Loan Agreement. We may prepay all, but not less than all, of the Term Loan subject to a prepayment premium of 1% in year three of the Term Loan. There is no prepayment premium if the loan is paid off early in year four. We are also obligated to make a payment of \$0.5 million upon the earlier of (A) December 30, 2013 or (B) upon repayment of the Term Loan in full prior to December 30, 2013.

Our obligations under the Loan Agreement are secured by a first priority lien upon and security interest in substantially all of our existing and after-acquired assets, excluding our intellectual property assets. Under the Loan Agreement, we are subject to specified affirmative and negative covenants customary for financings of this type. The Loan Agreement provides that, upon the occurrence of certain specified events of default customary for financings of this type, our obligations under the Loan Agreement may be automatically accelerated, whereupon our obligations under the Loan Agreement shall be immediately due and payable. At December 31, 2012, we believe we are in compliance with the Loan Agreement.

#### AGGREGATE CONTRACTUAL OBLIGATIONS

We have entered into license agreements whereby we have received licenses or options to license technology, specified patents and/or patent applications. These license and collaboration agreements generally provide for royalty payments equal to specified percentages of product sales, annual license maintenance fees, continuing patent prosecution costs and potential future milestone payments to third parties upon the achievement of certain development, regulatory and/or commercial milestones. Because the achievement of these milestones had not occurred as of December 31, 2012, such contingencies have not been recorded in our financial statements. We expect to incur approximately \$0.8 million of license and milestone payments in 2013.

The following table summarizes our contractual obligations (not including contingent royalty and milestone payments as described above) at December 31, 2012 and the effect such obligations and commercial commitments are expected to have on our liquidity and cash flow in future years. These obligations, commitments and supporting arrangements represent expected payments based on current operating forecasts, which are subject to change:

	<u>Total</u>	<u>2013</u>	<u>2014 - 2015</u>	<u>2016 - 2017</u>	<u>Thereafter</u>
			(In thousands)		
Contractual obligations:					
Operating lease obligations(1)	\$ 10,850	\$ 2,590	\$ 4,665	\$ 3,595	\$ —
Other contractual obligations(2)	22,422	22,422	—	—	—
Other long-term liabilities(3)	472	53	123	136	160
Term Loan(4)	11,517	5,744	5,773	—	—
Total contractual obligations	<u>\$ 45,261</u>	<u>\$ 30,809</u>	<u>\$ 10,561</u>	<u>\$ 3,731</u>	<u>\$ 160</u>

- (1) Such amounts primarily consist of payments for our facility leases and do not assume the exercise of renewal terms or early termination provisions.
- (2) Such amounts primarily consist of research and development commitments with third parties. Our obligation to pay certain of these amounts may increase or be reduced based on certain future events.

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- (3) Such amounts include the outstanding balance on a loan payable which accrues interest at 5.5% and is payable monthly.
- (4) Such amounts include the outstanding balance at December 31, 2012 on the Term Loan and the \$0.5 million due December 2013. The Term Loan accrues interest at a fixed annual interest rate equal to the greater of (i) the sum of (A) the LIBOR Rate (as defined in the Loan Agreement) plus (B) 6.25%; or (ii) a minimum rate of 9.50%.

**RECENT ACCOUNTING PRONOUNCEMENTS**

Refer to Note 2, "Summary of Significant Accounting Policies," in the accompanying notes to the consolidated financial statements for a discussion of recent accounting pronouncements.

**OFF-BALANCE SHEET ARRANGEMENTS**

None.

**Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We own financial instruments that are sensitive to market risk as part of our investment portfolio. Our investment portfolio is used to preserve our capital until it is used to fund operations, including our research and development activities. None of these market-risk sensitive instruments are held for trading purposes. We invest our cash primarily in money market mutual funds. These investments are evaluated quarterly to determine the fair value of the portfolio. From time to time, we invest our excess cash balances in marketable securities including municipal bond securities, U.S. government agency securities, and high-grade corporate bonds that meet high credit quality standards, as specified in our investment policy. Our investment policy seeks to manage these assets to achieve our goals of preserving principal and maintaining adequate liquidity. Because of the short-term nature of these investments, we do not believe we have material exposure due to market risk. The impact to our financial position and results of operations from likely changes in interest rates is not material.

We do not utilize derivative financial instruments. The carrying amounts reflected in the consolidated balance sheet of cash and cash equivalents, accounts receivables and accounts payable approximates fair value at December 31, 2012 due to the short-term maturities of these instruments.

**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of Celldex Therapeutics, Inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations and comprehensive loss, of stockholders' equity, and of cash flows, present fairly, in all material respects, the financial position of Celldex Therapeutics, Inc. and its subsidiaries at December 31, 2012 and December 31, 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts  
March 8, 2013

**CELLDEX THERAPEUTICS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**(In thousands, except share and per share amounts)**

	December 31, 2012	December 31, 2011
<b>ASSETS</b>		
Current Assets:		
Cash and Cash Equivalents	\$ 24,897	\$ 11,899
Marketable Securities	59,065	41,413
Accounts and Other Receivables	44	170
Prepaid and Other Current Assets	1,108	1,202
Total Current Asset	<u>85,114</u>	<u>54,684</u>
Property and Equipment, Net	7,205	9,093
Intangible Assets, Net	23,833	24,923
Other Assets	424	329
Goodwill	8,965	8,965
Total Assets	<u>\$ 125,541</u>	<u>\$ 97,994</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts Payable	\$ 745	\$ 935
Accrued Expenses	10,960	7,008
Current Portion of Long-Term Liabilities	388	219
Current Portion of Term Loan	5,592	6,136
Total Current Liabilities	<u>17,685</u>	<u>14,298</u>
Term Loan, less Current Portion	5,746	9,008
Other Long-Term Liabilities	6,336	5,966
Total Liabilities	<u>29,767</u>	<u>29,272</u>
Commitments and Contingent Liabilities (Notes 13 and 15)		
Stockholders' Equity:		
Convertible Preferred Stock, \$.01 Par Value; 3,000,000 Shares Authorized; No Shares Issued and Outstanding at December 31, 2012 and 2011	—	—
Common Stock, \$.001 Par Value; 297,000,000 Shares Authorized; 64,359,513 and 44,210,636 Shares Issued and Outstanding at December 31, 2012 and 2011, respectively	64	44
Additional Paid-In Capital	357,094	271,032
Accumulated Other Comprehensive Income	2,745	2,652
Accumulated Deficit	(264,129)	(205,006)
Total Stockholders' Equity	<u>95,774</u>	<u>68,722</u>
Total Liabilities and Stockholders' Equity	<u>\$ 125,541</u>	<u>\$ 97,994</u>

The accompanying notes are an integral part of the consolidated financial statements.

CELLDEX THERAPEUTICS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(In thousands, except per share amounts)

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
<b>REVENUE:</b>			
Product Development and Licensing Agreements	\$ 146	\$ 110	\$ 40,187
Contracts and Grants	281	36	220
Product Royalties	10,775	9,119	6,386
Total Revenue	<u>11,202</u>	<u>9,265</u>	<u>46,793</u>
<b>OPERATING EXPENSE:</b>			
Research and Development	47,398	32,439	27,650
Royalty	10,775	9,119	12,077
General and Administrative	10,016	9,193	10,378
Amortization of Acquired Intangible Assets	1,090	1,913	3,143
Total Operating Expense	<u>69,279</u>	<u>52,664</u>	<u>53,248</u>
Operating Loss	(58,077)	(43,399)	(6,455)
Investment and Other Income, Net	530	396	5,259
Interest Expense	(1,576)	(1,796)	(1,337)
Net Loss	<u>\$ (59,123)</u>	<u>\$ (44,799)</u>	<u>\$ (2,533)</u>
Basic and Diluted Net Loss Per Common Share (See Note 2)	<u>\$ (1.02)</u>	<u>\$ (1.13)</u>	<u>\$ (0.08)</u>
Shares Used in Calculating Basic and Diluted Net Loss per Share (See Note 2)	<u>57,713</u>	<u>39,501</u>	<u>31,868</u>
<b>COMPREHENSIVE LOSS:</b>			
Net Loss	\$ (59,123)	\$ (44,799)	\$ (2,533)
Other Comprehensive Income (Loss):			
Foreign Currency Translation Adjustments	2	(9)	2
Unrealized Gain (Loss) on Marketable Securities	91	(90)	203
Comprehensive Loss	<u>\$ (59,030)</u>	<u>\$ (44,898)</u>	<u>\$ (2,328)</u>

The accompanying notes are an integral part of the consolidated financial statements.

**CELLEX THERAPEUTICS, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(In thousands, except share amounts)

	Common Stock Shares	Common Stock Par Value	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
<b>Balance at December 31, 2009</b>	<b>31,685,061</b>	<b>\$ 32</b>	<b>\$ 228,863</b>	<b>\$ 2,546</b>	<b>\$ (157,674)</b>	<b>\$ 73,767</b>
Shares Issued under Stock Option and Employee Stock Purchase Plans	370,321	—	1,014	—	—	1,014
Share-Based Compensation	—	—	2,802	—	—	2,802
Foreign Currency Translation Adjustments	—	—	—	2	—	2
Unrealized Gains on Marketable Securities	—	—	—	203	—	203
Net Loss	—	—	—	—	(2,533)	(2,533)
<b>Balance at December 31, 2010</b>	<b>32,055,382</b>	<b>32</b>	<b>232,679</b>	<b>2,751</b>	<b>(160,207)</b>	<b>75,255</b>
Shares Issued under Stock Option and Employee Stock Purchase Plans	80,254	—	173	—	—	173
Shares Issued in Connection with Cantor Agreement	575,000	1	2,154	—	—	2,155
Shares Issued in Underwritten Offering	11,500,000	11	33,684	—	—	33,695
Share-Based Compensation	—	—	2,342	—	—	2,342
Foreign Currency Translation Adjustments	—	—	—	(9)	—	(9)
Unrealized Losses on Marketable Securities	—	—	—	(90)	—	(90)
Net Loss	—	—	—	—	(44,799)	(44,799)
<b>Balance at December 31, 2011</b>	<b>44,210,636</b>	<b>44</b>	<b>271,032</b>	<b>2,652</b>	<b>(205,006)</b>	<b>68,722</b>
Shares Issued under Stock Option and Employee Stock Purchase Plans	70,587	—	163	—	—	163
Shares Issued in Connection with Cantor Agreement	8,003,290	8	40,130	—	—	40,138
Shares Issued in Underwritten Offering	12,075,000	12	43,471	—	—	43,483
Share-Based Compensation	—	—	2,298	—	—	2,298
Foreign Currency Translation Adjustments	—	—	—	2	—	2
Unrealized Gains on Marketable Securities	—	—	—	91	—	91
Net Loss	—	—	—	—	(59,123)	(59,123)
<b>Balance at December 31, 2012</b>	<b>64,359,513</b>	<b>\$ 64</b>	<b>\$ 357,094</b>	<b>\$ 2,745</b>	<b>\$ (264,129)</b>	<b>\$ 95,774</b>

The accompanying notes are an integral part of the consolidated financial statements.

**CELLDEX THERAPEUTICS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
<b>Cash Flows From Operating Activities:</b>			
Net Loss	\$ (59,123)	\$ (44,799)	\$ (2,533)
Adjustments to Reconcile Net Loss to Cash Used in Operating Activities:			
Depreciation and Amortization	2,047	2,248	2,718
Amortization of Intangible Assets	1,090	1,913	3,143
Amortization and Premium of Marketable Securities	(660)	17	(14)
Realized (Gain) Loss on Sales and Maturities of Marketable Securities	(6)	5	(4)
Gain on Sale or Disposal of Assets	(74)	(58)	(38)
Stock-Based Compensation Expense	2,298	2,342	2,802
Non-Cash Interest Expense	226	307	728
Changes in Operating Assets and Liabilities:			
Accounts and Other Receivables	126	154	220
Prepaid and Other Current Assets	33	241	(546)
Other Assets	(95)	34	5,592
Accounts Payable and Accrued Expenses	3,762	2,076	(1,193)
Deferred Revenue	—	—	(39,382)
Other Liabilities	594	(138)	(1,865)
Net Cash Used in Operating Activities	(49,782)	(35,658)	(30,372)
<b>Cash Flows From Investing Activities:</b>			
Sales and Maturities of Marketable Securities	52,360	51,003	42,383
Purchases of Marketable Securities	(69,255)	(52,717)	(56,522)
Acquisition of Property and Equipment	(303)	(509)	(2,100)
Proceeds from Sale or Disposal of Assets	218	68	77
Net Cash Used in Investing Activities	(16,980)	(2,155)	(16,162)
<b>Cash Flows From Financing Activities:</b>			
Net Proceeds from Stock Issuances	83,784	36,023	1,014
(Payments) Issuance of Term Loan	(3,971)	5,000	10,000
Payment of Convertible Subordinated Debt	—	(12,503)	—
Payment of Other Liabilities	(55)	(86)	(197)
Net Cash Provided by Financing Activities	79,758	28,434	10,817
Effect of Exchange Rate Changes on Cash and Cash Equivalents	2	(9)	2
Net Increase (Decrease) in Cash and Cash Equivalents	12,998	(9,388)	(35,715)
Cash and Cash Equivalents at Beginning of Period	11,899	21,287	57,002
Cash and Cash Equivalents at End of Period	\$ 24,897	\$ 11,899	\$ 21,287
<i>Supplemental Disclosure of Cash Flow Information</i>			
Cash Paid for Interest	\$ 1,384	\$ 1,560	\$ 604

The accompanying notes are an integral part of the consolidated financial statements.

CELLEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**(I) NATURE OF BUSINESS AND OVERVIEW**

Celldex Therapeutics, Inc. (the "Company" or "Celldex") is a biopharmaceutical company focused on the development and commercialization of several immunotherapy technologies for the treatment of cancer and other difficult-to-treat diseases. The Company's lead drug candidates include rindopepimut (CDX-110), a targeted immunotherapeutic in a pivotal Phase 3 study for the treatment of front-line glioblastoma and a Phase 2 study for the treatment of recurrent glioblastoma and CDX-011, an antibody-drug conjugate which recently completed a randomized Phase 2b study for the treatment of advanced breast cancer. The Company has additional clinical programs, including CDX-1135, a molecule that inhibits a part of the immune system called the complement system, CDX-1127, a therapeutic human antibody for cancer indications, CDX-301, an immune cell mobilizing agent and dendritic cell growth factor and CDX-1401, an APC Targeting Technology™ program for cancer indications.

At December 31, 2012, the Company had cash, cash equivalents and marketable securities of \$84.0 million; working capital of \$67.4 million; and a Term Loan balance of \$11.3 million. The Company incurred a loss of \$59.1 million for the year ended December 31, 2012. Net cash used in operations for the year ended December 31, 2012 was \$49.8 million. In January 2013, the Company issued 2,433,608 shares of common stock under the Cantor Amendment and raised \$17.1 million in net proceeds. In February 2013, the Company issued 13,800,000 shares of common stock in an underwritten public offering and raised \$97.0 million, after deducting underwriting fees and estimated offering expenses. The Company believes that the cash, cash equivalents and marketable securities at December 31, 2012, the \$17.1 million raised under the Cantor Amendment in January 2013 and the \$97.0 million raised in the underwritten public offering in February 2013 will be sufficient to meet estimated working capital requirements and fund planned operations for at least the next twelve months.

During the next twelve months, the Company may take further steps to raise additional capital to meet its long-term liquidity needs. These capital raising activities may include, but may not be limited to, one or more of the following: the licensing of technology programs with existing or new collaborative partners, possible business combinations, issuance of debt, or the issuance of common stock or other securities via private placements or public offerings. While the Company continues to seek capital through a number of means, there can be no assurance that additional financing will be available on acceptable terms, if at all, and the Company's negotiating position in capital-raising efforts may worsen as existing resources are used. There is also no assurance that the Company will be able to enter into further collaborative relationships. Additional equity financings may be dilutive to the Company's stockholders; debt financing, if available, may involve significant cash payment obligations and covenants that restrict the Company's ability to operate as a business; and licensing or strategic collaborations may result in royalties or other terms which reduce the Company's economic potential from products under development. If the Company is unable to raise the funds necessary to meet its long-term liquidity needs, it may have to delay or discontinue the development of one or more programs, discontinue or delay on-going or anticipated clinical trials, license out programs earlier than expected, raise funds at significant discount or on other unfavorable terms, if at all, or sell all or a part of the Company.

CELLDEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

The accompanying consolidated financial statements reflect the operations of the Company and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation. The Company operates in one segment, which is the business of development, manufacturing and commercialization of novel therapeutics for human health care.

*Use of Estimates*

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and use assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*Cash and Cash Equivalents*

The Company considers all highly liquid investments purchased with a maturity date of 90 days or less at the date of purchase to be cash equivalents. Cash equivalents consist principally of money market funds and debt securities.

*Marketable Securities*

The Company invests its excess cash balances in marketable securities including municipal bond securities, U.S. government agency securities, and high-grade corporate bonds. The Company classifies all of its marketable securities as current assets on the consolidated balance sheets because they are available-for-sale and available to fund current operations. Marketable securities are stated at fair value with their unrealized gains and losses included as a component of accumulated other comprehensive income (loss), which is a separate component of stockholders' equity, until such gains and losses are realized. If a decline in the fair value is considered other-than-temporary, based on available evidence, the unrealized loss is transferred from other comprehensive income (loss) to the consolidated statements of operations. Realized gains and losses are determined on the specific identification method and are included in investment and other income, net.

*Concentration of Credit Risk*

Financial instruments that potentially subject the Company to concentrations of credit risk primarily consist of cash, cash equivalents, marketable securities and accounts receivable. The Company invests its cash, cash equivalents and marketable securities in debt instruments and interest bearing accounts at major financial institutions in excess of insured limits. The Company mitigates credit risk by limiting the investment type and maturity to securities that preserve capital, maintain liquidity and have a high credit quality. The Company has not historically experienced credit losses from its accounts receivable and therefore has not established an allowance for doubtful accounts.

Revenue from Glaxo and Pfizer represented 96% and none for the year ended December 31, 2012, 98% and none for the year ended December 31, 2011 and 14% and 85% for the year ended December 31, 2010 of total Company revenue, respectively.

CELLEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

*Fair Value Measurements*

The Company has certain assets and liabilities that are measured at fair value in the financial statements. The Company seeks to maximize the use of observable inputs (market data obtained from sources independent from the Company) and to minimize the use of unobservable inputs (the Company's assumptions about how market participants would price assets and liabilities) when measuring the fair value of its assets and liabilities. These assets and liabilities are classified into one of three levels of the following fair value hierarchy as defined by U.S. GAAP:

Level 1: Observable inputs such as quoted prices in active markets for identical assets or liabilities. An active market for an asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 prices, such as quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on the Company's assessment of the assumptions that market participants would use in pricing the asset or liability.

*Property and Equipment*

Property and equipment is stated at cost and depreciated over the estimated useful lives of the related assets using the straight-line method. Laboratory equipment and office furniture and equipment are depreciated over five years and computer equipment is depreciated over three years. Manufacturing equipment is amortized over seven to ten years. Leasehold improvements are amortized over the shorter of the estimated useful life or the non-cancelable term of the related lease, including any renewals that are reasonably assured of occurring. Property and equipment under construction is classified as construction in progress and is depreciated or amortized only after the asset is placed in service. Expenditures for maintenance and repairs are charged to expense whereas the costs of significant improvements which extend the life of the underlying asset are capitalized. Upon retirement or sale, the cost of assets disposed of and the related accumulated depreciation are eliminated and any resulting gain or loss is reflected in the Company's consolidated statements of operations.

The treatment of costs to construct property and equipment depends on the nature of the costs and the stage of construction. Costs incurred in the project planning, design, construction and installation phases are capitalized as part of the cost of the asset. The Company stops capitalizing these costs when the asset is substantially complete and ready for its intended use. For manufacturing property and equipment, the Company also capitalizes the cost of validating these assets for the underlying manufacturing process. The Company completes the capitalization of validation costs when the asset is substantially complete and ready for its intended use. Costs capitalized include incremental labor and fringe benefits, and direct consultancy services.

*Business Combinations*

The Company records the fair value of the consideration transferred to acquire a business to the tangible assets and identifiable intangible assets acquired and liabilities assumed on the basis of their

CELLEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

fair values at the date of acquisition. The Company assesses the fair value of assets, including intangible assets such as in-process research and development (IPR&D), using a variety of methods including present value models. Each asset is measured at fair value from the perspective of a market participant. The method used to estimate the fair values of IPR&D assets incorporates significant assumptions regarding the estimates a market participant would make in order to evaluate an asset, including a market participant's assumptions regarding the probability of completing IPR&D projects, which would require obtaining regulatory approval for marketing of the associated drug candidate; a market participant's estimates regarding the timing of and the expected costs to complete IPR&D projects; a market participant's estimates of future cash flows from potential product sales; and the appropriate discount rates for a market participant. Transaction costs and restructuring costs associated with the transaction are expensed as incurred.

*Intangible Assets*

IPR&D assets acquired in a business combination initially are recorded at fair value and accounted for as indefinite-lived intangible assets. These assets are maintained on the Company's consolidated balance sheets until either the project underlying them is completed or the assets become impaired. If a project is completed, the carrying value of the related intangible asset is amortized over the remaining estimated life of the asset beginning in the period in which the project is completed. If a project becomes impaired or is abandoned, the carrying value of the related intangible asset is written down to its fair value and an impairment charge is taken in the period in which the impairment occurs. IPR&D assets will be tested for impairment on an annual basis during the third quarter, or earlier if impairment indicators are present. The Company performed an annual impairment test of the IPR&D assets as of July 1, 2012 and concluded that the IPR&D assets were not impaired.

Intangible assets acquired in a business combination with a finite life are recorded at fair value and amortized over the greater of economic consumption or on a straight-line basis over their estimated useful life.

*Goodwill*

The difference between the purchase price and the fair value of assets acquired and liabilities assumed in a business combination is allocated to goodwill. Goodwill is evaluated for impairment on an annual basis during the third quarter, or earlier if impairment indicators are present. In January 2012, the Company adopted a new U.S. GAAP accounting standard which amended the guidance on the annual testing of goodwill for impairment. The amended guidance allows companies to assess qualitative factors to determine if it is more likely than not that goodwill might be impaired and whether it is necessary to perform the two-step goodwill impairment test required under U.S. GAAP. The Company's adoption of this new standard did not have a material effect on its operating results or financial position. As part of its annual impairment test of the goodwill asset as of July 1, 2012, the Company bypassed the qualitative assessment and performed the two-step impairment test. The Company concluded that the goodwill asset was not impaired.

*Impairment of Long-Lived Assets*

The Company evaluates the recoverability of its long-lived assets, including property and equipment, and intangible assets when circumstances indicate that an event of impairment may have

CELLEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

occurred. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. In the event that such cash flows are not expected to be sufficient to recover the carrying amount of the assets, the assets are written-down to their estimated fair values.

*Revenue Recognition*

The Company recognizes revenue when all of the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred or services have been rendered; the seller's price to the buyer is fixed or determinable; and collectability is reasonably assured.

The Company has entered into and in the future may enter into biopharmaceutical product development agreements with collaborative partners for the research and development of therapeutic drug products. The terms of the agreements may include nonrefundable signing and licensing fees, funding for research, development and manufacturing, milestone payments and royalties on any product sales derived from collaborations. These multiple element arrangements are analyzed to determine whether the deliverables can be separated or whether they must be accounted for as a single unit of accounting. In accounting for these transactions, the Company allocates revenue to the various elements based on their fair value. The fair value of a revenue generating element can be based on current selling prices offered by the Company or another party for current products or the Company's best estimate of a selling price for future products. Revenue allocated to an individual element is recognized when all other revenue recognition criteria are met for that element.

These collaborative and other agreements may contain milestone payments. Revenues from milestones, if they are considered substantive, are recognized upon successful accomplishment of the milestones. Determining whether a milestone is substantive involves judgment, including an assessment of the Company's involvement in achieving the milestones and whether the amount of the payment is commensurate to the Company's performance. If not considered substantive, milestones are initially deferred and recognized over the remaining performance obligation.

Payments received to fund certain research activities are recognized as revenue in the period in which the research activities are performed. Revenue from contracts and grants is recognized as the services are performed and recorded as effort is expended on the contracted work and billed to the government or the Company's contractual partner. Payments received in advance that are related to future performance are deferred and recognized as revenue when the research projects are performed.

Product royalty revenue consists of payments received from licensees for a portion of sales proceeds from products that utilize the Company's licensed technologies and are recognized when the amount of and basis for such royalty payments are reported to the Company in accurate and appropriate form and in accordance with the related license agreement.

*Other Income*

Under the Company's agreement with TopoTarget, the Company received \$3.0 million during the year ended December 31, 2010 in connection with TopoTarget's co-development and commercialization agreement for Belinostat with Spectrum Pharmaceuticals, Inc. During the year ended December 31, 2010, the Company recorded this cash receipt to other income because the Company's agreement with TopoTarget was not part of the Company's on-going operations. During the year ended

CELLEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

December 31, 2010, the Company recorded \$1.7 million to other income related to IRS Qualifying Therapeutic Discovery Grants because the grant arrangement was not part of the Company's on-going operations.

*Research and Development Expenses*

Research and development costs, including internal and contract research costs, are expensed as incurred. Research and development expenses consist mainly of clinical trial costs, manufacturing of clinical material, toxicology and other studies, personnel costs, depreciation, license fees and funding of outside research.

Clinical trial expenses include expenses associated with clinical research organizations (CRO). The invoicing from CROs for services rendered can lag several months. We accrue the cost of services rendered in connection with CRO activities based on our estimate of site management, monitoring costs, and project management costs. We maintain regular communication with our CROs to gauge the reasonableness of our estimates. Differences between actual clinical trial expenses and estimated clinical trial expenses recorded have not been material and are adjusted for in the period in which they become known.

*Patent Costs*

Patent costs are expensed as incurred. Certain patent costs are reimbursed by the Company's product development and licensing partners. Any reimbursed patent costs are recorded as product development and licensing agreement revenues in the Company's financial statements.

*Stock-Based Compensation*

The Company records stock-based compensation expense for all stock-based awards made to employees and directors based on the estimated fair values of the stock-based awards expected to vest at the grant date and is adjusted, if necessary, to reflect actual forfeitures. Compensation expense for all stock-based awards to employees and directors is recognized using the straight-line method over the term of vesting or performance.

The Company records stock-based compensation expense for stock options granted to non-employees based on the fair value of the stock options which is re-measured over the vesting term resulting in periodic adjustments to stock-based compensation expense.

*Foreign Currency Translation*

Net unrealized gains and losses resulting from foreign currency translation are included in other comprehensive income (loss). At December 31, 2012 and December 31, 2011, accumulated other comprehensive income includes a net unrealized gain related to foreign currency translation of \$2.6 million. In 2011, the Company's foreign subsidiary voluntarily liquidated in order to consolidate the Company's foreign operations into Celldex Therapeutics, Inc.

## CELLDEX THERAPEUTICS, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## (2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

*Income Taxes*

The Company uses the asset and liability method to account for income taxes, including the recognition of deferred tax assets and deferred tax liabilities for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective tax basis. Quarterly, the Company reviews its deferred tax assets for recovery. A valuation allowance is established when the Company believes that it is more likely than not that its deferred tax assets will not be realized. Changes in valuation allowances from period to period are included in the Company's tax provision in the period of change.

The Company records uncertain tax positions in the financial statements only if it is more likely than not that the uncertain tax position will be sustained upon examination by the taxing authorities. The Company records interest and penalties related to uncertain tax positions in income tax expense.

*Comprehensive Loss*

Comprehensive loss is comprised of net loss and certain changes in stockholders' equity that are excluded from net loss. The Company includes foreign currency translation adjustments and unrealized gains and losses on marketable securities in other comprehensive loss. The consolidated statements of operations and comprehensive loss reflect total comprehensive loss for the years ended December 31, 2012, 2011 and 2010. There were no significant reclasses to income during the years ended December 31, 2012, 2011 and 2010.

*Net Loss Per Share*

Basic net loss per common share is based upon the weighted-average number of common shares outstanding during the period, excluding restricted stock that has been issued but is not yet vested. Diluted net loss per common share is based upon the weighted-average number of common shares outstanding during the period plus additional weighted-average potentially dilutive common shares outstanding during the period when the effect is dilutive. The potentially dilutive common shares that have not been included in the net loss per common share calculations because the effect would have been anti-dilutive are as follows:

	Year Ended December 31,		
	2012	2011	2010
Stock options	5,349,810	4,459,034	4,019,982
Convertible Subordinated Debt	—	—	353,563
Restricted stock	6,000	6,000	9,338
	<u>5,355,810</u>	<u>4,465,034</u>	<u>4,382,883</u>

In connection with the acquisition of CuraGen Corporation ("CuraGen") in October 2009, the Company assumed CuraGen's \$12.5 million in 4% convertible subordinated debt due February 15, 2011 (the "Convertible Subordinated Debt"). The Convertible Subordinated Debt was convertible into 353,563 shares of the Company's common stock at the rate of 28.27823 shares of the Company's common stock per \$1,000 principal amount of notes, or \$35.36 per share. Interest expense on the Convertible Subordinated Debt was \$0.2 million and \$1.2 million for the years ended December 31,

## CELLDEX THERAPEUTICS, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

2011 and 2010. In February 2011, the Company paid \$12.8 million and satisfied all the outstanding principal and accrued interest related to the Convertible Subordinated Debt.

*Recent Accounting Pronouncements*

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (FASB) or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on the Company's financial position or results of operations upon adoption.

In July 2012, the FASB issued amended guidance applicable to annual impairment tests of indefinite-lived intangible assets. The FASB added an optional qualitative assessment for determining whether an indefinite-lived intangible asset is impaired. Prior to this guidance, companies were required to perform an annual impairment test that included a calculation of the fair value of the asset and a comparison of that fair value with its carrying value. If the carrying value exceeded the fair value, an impairment was recorded. The amended guidance allows a company the option to perform a qualitative assessment, considering both negative and positive evidence, regarding the potential impairment of the indefinite-lived intangible asset. If, based on the qualitative analysis, the company determines that it is more likely than not that the fair value of such an asset exceeds its carrying value, the company would be permitted to conclude that the indefinite-lived intangible asset was not impaired without a quantitative calculation of the fair value of the asset. Otherwise, the company would perform the quantitative calculation of the fair value and the comparison with the carrying value. This amended guidance will be effective for annual impairment tests performed by the Company for fiscal years beginning on January 1, 2013. The Company does not expect the adoption of this new standard to have a material effect on its operating results or financial position.

**(3) FAIR VALUE MEASUREMENTS**

The following tables set forth the Company's financial assets subject to fair value measurements:

	As of			
	December 31, 2012	Level 1	Level 2	Level 3
		(In thousands)		
Money market funds and cash equivalents	\$ 18,688	\$ 18,688	—	—
Marketable securities	\$ 59,065	—	\$ 59,065	—
	<u>\$ 77,753</u>	<u>\$ 18,688</u>	<u>\$ 59,065</u>	<u>—</u>

	As of			
	December 31, 2011	Level 1	Level 2	Level 3
		(In thousands)		
Money market funds and cash equivalents	\$ 11,038	\$ 11,038	—	—
Marketable securities	\$ 41,413	—	\$ 41,413	—
	<u>\$ 52,451</u>	<u>\$ 11,038</u>	<u>\$ 41,413</u>	<u>—</u>

CELLEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(3) FAIR VALUE MEASUREMENTS (Continued)

There have been no transfers of assets or liabilities between the fair value measurement classifications. The Company's financial instruments consist mainly of cash and cash equivalents, marketable securities, short-term accounts receivable, accounts payable and debt obligations. The Company values its marketable securities utilizing independent pricing services which normally derive security prices from recently reported trades for identical or similar securities, making adjustments based on significant observable transactions. At each balance sheet date, observable market inputs may include trade information, broker or dealer quotes, bids, offers or a combination of these data sources. Short-term accounts receivable and accounts payable are reflected in the accompanying consolidated financial statements at cost, which approximates fair value due to the short-term nature of these instruments. Our Term Loan is valued based on level 2 inputs. Based on these calculations, the fair value approximates the carrying value of the Term Loan and note payable at December 31, 2012.

(4) MARKETABLE SECURITIES

A summary of marketable securities is shown below:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In thousands)			
<b>December 31, 2012</b>				
Marketable securities				
U.S. government and municipal obligations				
Maturing in one year or less	\$ 15,566	\$ 28	\$ —	\$ 15,594
Maturing after one year through three years	19,797	99	1	19,895
Total U.S. government and municipal obligations	<u>\$ 35,363</u>	<u>\$ 127</u>	<u>\$ 1</u>	<u>\$ 35,489</u>
Corporate debt securities				
Maturing in one year or less	\$ 17,353	\$ 23	\$ 4	\$ 17,372
Maturing after one year through three years	6,193	14	3	6,204
Total corporate debt securities	<u>\$ 23,546</u>	<u>\$ 37</u>	<u>\$ 7</u>	<u>\$ 23,576</u>
Total marketable securities	<u>\$ 58,909</u>	<u>\$ 164</u>	<u>\$ 8</u>	<u>\$ 59,065</u>

CELLDEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(4) MARKETABLE SECURITIES (Continued)

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
<b>December 31, 2011</b>				
Marketable securities				
U.S. government and municipal obligations				
Maturing in one year or less	\$ 19,993	\$ 20	\$ —	\$ 20,013
Maturing after one year through three years	10,808	122	6	10,924
Total U.S. government and municipal obligations	<u>\$ 30,801</u>	<u>\$ 142</u>	<u>\$ 6</u>	<u>\$ 30,937</u>
Corporate debt securities				
Maturing in one year or less	\$ 5,817	\$ 3	\$ 4	\$ 5,816
Maturing after one year through three years	4,730	2	72	4,660
Total corporate debt securities	<u>\$ 10,547</u>	<u>\$ 5</u>	<u>\$ 76</u>	<u>\$ 10,476</u>
Total marketable securities	<u>\$ 41,348</u>	<u>\$ 147</u>	<u>\$ 82</u>	<u>\$ 41,413</u>

The marketable securities held by the Company were high investment grade and there were no marketable securities that the Company considered to be other-than-temporarily impaired as of December 31, 2012.

(5) PROPERTY AND EQUIPMENT, NET

Property and equipment include the following:

	December 31, 2012	December 31, 2011
(In thousands)		
Laboratory Equipment	\$ 3,164	\$ 2,630
Manufacturing Equipment	2,055	1,999
Office Furniture and Equipment	1,264	1,314
Leasehold Improvements	12,932	13,280
Construction in Progress	115	240
Total Property and Equipment	<u>19,530</u>	<u>19,463</u>
Less Accumulated Depreciation and Amortization	<u>(12,325)</u>	<u>(10,370)</u>
	<u>\$ 7,205</u>	<u>\$ 9,093</u>

Depreciation and amortization expense related to property and equipment was \$2.0 million, \$2.2 million and \$2.7 million for the years ended December 31, 2012, 2011 and 2010, respectively.

CELLEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(6) INTANGIBLE ASSETS AND GOODWILL

Intangible assets, net of accumulated amortization, and goodwill are as follows:

	Estimated Life	December 31, 2012			December 31, 2011		
		Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
(In thousands)							
Intangible Assets:							
IPR&D	Indefinite	\$ 11,800	\$ —	\$ 11,800	\$ 11,800	\$ —	\$ 11,800
Amgen Amendment	16 years	14,500	(2,915)	11,585	14,500	(2,018)	12,482
Core Technology	11 years	1,296	(848)	448	1,948	(1,307)	641
Total Intangible Assets		\$ 27,596	\$ (3,763)	\$ 23,833	\$ 28,248	\$ (3,325)	\$ 24,923
Goodwill	Indefinite	\$ 8,965	\$ —	\$ 8,965	\$ 8,965	\$ —	\$ 8,965

The IPR&D intangible asset was recorded in connection with the acquisition of CuraGen and relates to the development of CDX-011. At the date of acquisition, CDX-011 had not yet reached technological feasibility nor did it have any alternative future use. The Company recently completed a randomized Phase 2b study of CDX-011 for the treatment of advanced breast cancer.

Amortization expense for intangible assets was \$1.1 million, \$1.9 million and \$3.1 million for the years ended December 31, 2012, 2011 and 2010, respectively. The estimated future amortization expense of intangible assets for the years ended December 31, 2013, 2014, 2015, 2016 and 2017 is \$1.0 million, \$1.0 million, \$1.0 million, \$1.0 million and \$0.9 million, respectively.

(7) ACCRUED EXPENSES

Accrued expenses include the following:

	December 31, 2012	December 31, 2011
(In thousands)		
Accrued Royalty and License Fees	\$ 1,776	\$ 1,179
Accrued Payroll and Employee Benefits	925	2,145
Accrued Research and Development Contract Costs	7,569	3,035
Accrued Professional Fees	317	297
Other Accrued Expenses	373	352
	\$ 10,960	\$ 7,008

## CELLDEX THERAPEUTICS, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(8) OTHER LONG-TERM LIABILITIES**

Other long-term liabilities include the following:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
	(In thousands)	
Deferred Rent	\$ 434	\$ 435
Net Deferred Tax Liability related to IPR&D	4,661	4,661
Deferred Income from Sale of Tax Benefits	1,118	510
Loan Payable	472	527
Other	39	52
Total	6,724	6,185
Less Current Portion	(388)	(219)
Long-Term Portion	<u>\$ 6,336</u>	<u>\$ 5,966</u>

In January 2012 and 2011, the Company received approval from the New Jersey Economic Development Authority and agreed to sell New Jersey tax benefits worth \$0.8 million and \$0.6 million to an independent third party for \$0.7 million and \$0.5 million, respectively. Under the agreement, the Company must maintain a base of operations in New Jersey for five years or the tax benefits must be paid back on a pro-rata basis based on the number of years completed. During the year ended December 31, 2012, the Company recorded \$0.1 million to other income related to the sale of these tax benefits.

In December 2003, the Company entered into a lease with the Massachusetts Development Finance Agency whereby the Company received a loan to finance the build-out of its manufacturing facility in Fall River, Massachusetts. Principal and interest payments on the loan are due monthly using an amortization period of 15 years and interest accrues at a rate of 5.5% per annum. The Company is obligated to repay the following principal amounts for the loan as follows (in thousands):

2013	\$ 53
2014	60
2015	63
2016	66
2017	70
Thereafter	160
Total	<u>\$ 472</u>

**(9) TERM LOAN**

In December 2010, the Company entered into a Loan and Security Agreement (the "Loan Agreement") with MidCap Financial, LLC pursuant to which the Company borrowed \$10 million (the "Term Loan") from MidCap. In March 2011, as the Company had anticipated, the Company amended the Loan Agreement and borrowed an additional \$5 million from General Electric Capital Corporation to increase the amount owed under the Term Loan to \$15 million. No additional advances are available under the Loan Agreement. The Term Loan accrues interest at a fixed annual interest rate equal to the greater of (i) the sum of (A) the LIBOR Rate (as defined in the Loan Agreement) plus (B) 6.25%; or (ii) a minimum rate of 9.50%. In September 2011, the Company exercised an option to extend the interest-only period by 6 months from October 1, 2011 to April 1, 2012. In March 2012, the Company

CELLEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(9) TERM LOAN (Continued)**

amended the Loan Agreement to extend the maturity date from December 2013 to December 2014 in return for an upfront fee of \$25,000 and an additional fee of \$37,500 (the "Final Payment Fee") due upon repayment of the Term Loan in full. The Company is accreting the Final Payment Fee ratably over the amended term of the Term Loan to interest expense.

Interest on the Term Loan is payable monthly and principal is due, as amended, in 34 equal consecutive monthly installments commencing on April 1, 2012. All unpaid principal and accrued interest with respect to the Term Loan is due and payable on the earlier of (A) December 30, 2014 or (B) the date that the Term Loan otherwise becomes due and payable under the terms of the Loan Agreement. The Company may prepay all, but not less than all, of the Term Loan subject to a prepayment premium of 1% in year three of the Term Loan. There is no prepayment premium if the loan is paid off early in year four. The Company is also obligated to make a payment fee of \$0.5 million (the "Payment Fee") upon the earlier of (A) December 30, 2013 or (B) upon repayment of the Term Loan in full prior to December 30, 2013. The Company is accreting the Payment Fee ratably over the original term of the Term Loan to interest expense.

The obligations of the Company under the Loan Agreement are secured by a first priority lien upon and security interest in substantially all of the Company's existing and after-acquired assets, excluding its intellectual property assets. Under the Loan Agreement, the Company is subject to specified affirmative and negative covenants customary for financings of this type. The Loan Agreement provides that, upon the occurrence of certain specified events of default customary for financings of this type, the Company's obligations under the Loan Agreement may be automatically accelerated, whereupon the Company's obligations under the Loan Agreement shall be immediately due and payable. At December 31, 2012, the Company believes it is in compliance with the Loan Agreement.

Interest expense on the Term Loan including the accretion of the Payment Fee and Final Payment Fee and amortization of the deferred financing costs was \$1.5 million and \$1.6 million for the years ended December 31, 2012 and 2011, respectively.

The Company is obligated to make principal payment amounts for the Term Loan (including Payment Fee and Final Payment Fee) of \$5.7 million and \$5.8 million for the years ended December 31, 2013 and 2014, respectively.

**(10) STOCKHOLDERS' EQUITY**

*Common Stock*

In April 2010, the Company filed a shelf registration statement with the Securities and Exchange Commission to register for sale any combination of the types of securities described in the shelf registration statement up to a dollar amount of \$150 million. The shelf registration went effective on April 22, 2010. In December 2012, the Company filed a new shelf registration statement with the Securities and Exchange Commission to register for sale any combination of the types of securities described in the new shelf registration statement up to a dollar amount of \$200 million. The new shelf registration went effective on January 16, 2013.

In January 2011, the Company entered into a controlled equity offering sales agreement (the "Cantor Agreement") with Cantor Fitzgerald & Co. ("Cantor") pursuant to which the Company could issue and sell up to 5,000,000 shares of its common stock from time to time through Cantor, acting as agent. During the years ended December 31, 2012 and 2011, the Company issued 4,425,000 and 575,000

CELLEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(10) STOCKHOLDERS' EQUITY (Continued)**

shares of common stock under the Cantor Agreement and raised \$19.0 million and \$2.2 million in net proceeds, after deducting commission and offering expenses, respectively.

In September 2012, the Company and Cantor amended the Cantor Agreement (the "Cantor Amendment") to allow the Company to issue and sell additional shares of its common stock having an aggregate offering price of up to \$44.0 million. Under the Cantor Amendment, the Company will pay Cantor a fixed commission rate of 3.0% of the gross sales price per share of any common stock sold through Cantor. The Cantor Amendment terminates upon ten day notice by either Cantor or the Company. During the year ended December 31, 2012, the Company issued 3,578,290 shares under the Cantor Amendment and raised \$21.1 million in net proceeds. During January 2013, the Company issued 2,433,608 shares under the Cantor Amendment and raised \$17.1 million in net proceeds. At February 28, 2013, the Company had \$4.4 million remaining in aggregate offering price available under the Cantor Amendment which may be sold upon the expiration of the 90-day lock-up with the underwriters of the Company's underwritten public offering in February 2013.

In May 2011, the Company issued 11,500,000 shares of its common stock in an underwritten public offering, including the underwriter's exercise of their full over-allotment option to purchase an additional 1,500,000 shares of common stock. The net proceeds to the Company were \$33.7 million, after deducting underwriting fees and offering expenses.

During February and March 2012, the Company issued a total of 12,075,000 shares of its common stock in an underwritten public offering, including the underwriter's exercise of their full over-allotment option to purchase an additional 1,575,000 shares of common stock. The net proceeds to the Company were \$43.4 million, after deducting underwriting fees and offering expenses.

In February 2013, the Company issued 13,800,000 shares of its common stock in an underwritten public offering, including the underwriter's exercise of their full over-allotment option to purchase an additional 1,800,000 shares of common stock. The net proceeds to the Company were \$97.0 million, after deducting underwriting fees and offering expenses.

*Convertible Preferred Stock*

At December 31, 2012, the Company had authorized 3,000,000 shares of preferred stock all of which have been designated Class C Preferred Stock including 350,000 shares which have been designated Series C-1 Junior Participating Cumulative Preferred Stock (the "Series C-1 Preferred Stock").

*Shareholder Rights Plan*

The Company's Board has adopted a Shareholder Rights Plan, as set forth in the Shareholder Rights Agreement, as amended, between the Company and Computershare Trust Company, N.A., as Rights Agent (the "Rights Agreement"). Pursuant to the terms of the Rights Agreement, the Board declared a dividend distribution of one Preferred Stock Purchase Right (a "Right") for each outstanding share of the Company's common stock. Each Right, which expires in November 2014, entitles their holder to purchase from the Company one ten-thousandth of a share (a "Unit") of Series C-1 Preferred Stock at a cash exercise price of \$35.00 per Unit, subject to adjustment. The Rights will trade separately from the common stock and will become exercisable only when a person or group has acquired 15% or more of the outstanding common stock or upon the commencement by a

CELLEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(10) STOCKHOLDERS' EQUITY (Continued)**

person or group of a tender offer that would result in such person or group acquiring 15% or more of the outstanding common stock other than as a result of repurchases of stock by the Company or certain inadvertent actions by a shareholder. In the event a person or group acquires 15% or more of the outstanding common stock each holder of a Right (except for any such person or group) would be entitled to receive upon exercise sufficient Units of Series C-1 Preferred Stock to equal a value of two times the exercise price of the Right. In the event the Company is acquired in a merger or other business combination transaction or if 50% or more of the Company's assets or earning power is sold, each holder of a Right (except for any such person or group described above) would receive upon exercise common stock of the acquiring company with a value equal to two times the exercise price of the Right.

**(11) STOCK-BASED COMPENSATION**

The Company has the following stock-based compensation plans: the 2004 Employee Stock Purchase Plan (the "2004 ESPP Plan"), the 2008 Stock Option and Incentive Plan (the "2008 Plan"), Celldex Research's 2005 Equity Incentive Plan (the "Celldex Research 2005 Plan") and CuraGen 2007 Stock Plan (the "CuraGen 2007 Plan"). There are no shares available for future grant under the Celldex Research 2005 Plan and CuraGen 2007 Plan.

*Employee Stock Purchase Plan*

At December 31, 2012, a total of 62,500 shares of common stock are reserved for issuance under the 2004 ESPP Plan. Under the 2004 ESPP Plan, each participating employee may purchase shares of common stock through payroll deductions at a purchase price equal to 85% of the lower of the fair market value of the common stock at either the beginning of the offering period or the applicable exercise date. During the years ended December 31, 2012 and 2011, the Company issued 5,935 and 6,627 shares under the 2004 ESPP Plan, respectively. At December 31, 2012, 38,447 shares were available for issuance under the 2004 ESPP Plan.

*Employee Stock Option and Incentive Plan*

The 2008 Plan permits the granting of incentive stock options (intended to qualify as such under Section 422A of the Internal Revenue Code of 1986, as amended), non-qualified stock options, stock appreciation rights, performance share units, restricted stock and other awards of restricted stock in lieu of cash bonuses to employees, consultants and non-employee directors.

At December 31, 2012, the 2008 Plan allowed for a maximum of 7,400,000 shares of common stock to be issued for grants of Stock Options and other Awards made prior to March 7, 2018 and grants of Incentive Stock Options made prior to October 20, 2017. The Company's board of directors determines the term of each option, option price, and number of shares for which each option is granted and the rate at which each option vests. Options generally vest over a period not to exceed four years. The term of each option cannot exceed ten years (five years for options granted to holders of more than 10% of the voting stock of the Company) and the exercise price of stock options cannot be less than the fair market value of the common stock at the date of grant (110% of fair market value for incentive stock options granted to holders of more than 10% of the voting stock of the Company). Vesting of all employee and non-employee director stock option awards is accelerated upon a change in control as defined in the 2008 Plan.

CELLDEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(11) STOCK-BASED COMPENSATION (Continued)

A summary of stock option activity for the year ended December 31, 2012 is as follows:

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (In Years)
Options Outstanding at December 31, 2011	4,459,034	\$ 6.08	6.9
Granted	1,144,484	\$ 5.83	
Exercised	(52,652)	\$ 2.83	
Canceled	(201,056)	\$ 8.22	
Options Outstanding at December 31, 2012	<u>5,349,810</u>	\$ 5.98	7.0
Options Vested and Expected to Vest at December 31, 2012	5,279,983	\$ 5.99	6.9
Options Exercisable at December 31, 2012	3,306,468	\$ 6.71	5.7
Shares Available for Grant under the 2008 Plan	3,352,081		

The total intrinsic value of stock options exercised during the years ended December 31, 2012, 2011 and 2010 was \$0.2 million, \$0.03 million and \$1.0 million, respectively. The weighted average grant-date fair value of stock options granted during the years ended December 31, 2012, 2011 and 2010 was \$3.67, \$1.83 and \$2.82, respectively. The total fair value of stock options vested during the years ended December 31, 2012, 2011 and 2010 was \$2.1 million, \$2.6 million and \$2.5 million, respectively.

The aggregate intrinsic value of stock options outstanding at December 31, 2012 was \$7.5 million. The aggregate intrinsic value of stock options vested and expected to vest at December 31, 2012 was \$7.4 million. As of December 31, 2012, total compensation cost related to non-vested employee and non-employee director stock options not yet recognized was approximately \$5.2 million, net of estimated forfeitures, which is expected to be recognized as expense over a weighted average period of 2.9 years.

*Restricted Stock*

A summary of restricted stock activity under the 2008 Plan for the year ended December 31, 2012 is as follows:

	Shares	Weighted Average Grant Date Fair Value (per share)
Outstanding and unvested at December 31, 2011	6,000	\$ 3.24
Granted	12,000	\$ 4.50
Vested	(12,000)	\$ 3.87
Canceled	—	—
Outstanding and unvested at December 31, 2012	<u>6,000</u>	\$ 4.50

## CELLDEX THERAPEUTICS, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## (11) STOCK-BASED COMPENSATION (Continued)

*Valuation and Expenses Information*

Stock-based compensation expense for the years ended December 31, 2012, 2011 and 2010 was recorded as follows:

	2012	2011	2010
	(In thousands)		
Research and development	\$ 1,415	\$ 1,412	\$ 1,625
General and administrative	883	930	1,177
Total stock-based compensation expense	<u>\$ 2,298</u>	<u>\$ 2,342</u>	<u>\$ 2,802</u>

The fair values of employee stock options granted during the years ended December 31, 2012, 2011 and 2010 were valued using the Black-Scholes option-pricing model with the following assumptions:

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Expected stock price volatility	70 - 72%	68 - 70%	65 - 67%
Expected option term	6.0 Years	6.0 Years	6.2 Years
Risk-free interest rate	0.9 - 1.4%	1.4 - 2.9%	1.8 - 3.2%
Expected dividend yield	None	None	None

## (12) REVENUE

A summary of the Company's significant revenue contracts and arrangements follows:

*GlaxoSmithKline plc (Glaxo) and Paul Royalty Fund II, L.P. (PRF)*

In 1997, the Company licensed its oral rotavirus strain to Glaxo and Glaxo assumed responsibility for all subsequent clinical trials and all other development activities. The Company's licensed-in the rotavirus strain that was used to develop Glaxo's Rotarix rotavirus vaccine in 1995 and owes a license fee of 30% to Cincinnati Children's Hospital Medical Center (CCH) on net royalties received from Glaxo. In May 2005, the Company entered into an agreement whereby an affiliate of PRF purchased a 70% interest in the net royalties the Company received on worldwide sales of Rotarix under the Glaxo Agreement.

In December 2012, a U.S. patent for the Company's rotavirus strain that the Company licensed to Glaxo expired. The Glaxo agreement terminates automatically upon the expiration, lapse or invalidation of the last relevant patent right (patent or patent application) covered by the Glaxo agreement. The only remaining relevant patent right is a patent application in Mexico with a projected final expiry date in May 2013 which is under appeal. The PRF agreement provided for a normal expiry of the PRF agreement on December 12, 2012 except that the PRF agreement provides for an exclusive 120-day right of negotiation for extension in certain circumstances.

The Company's retained interests in Rotarix net royalties which were not sold to PRF are recorded as product royalty revenue and a corresponding amount that is payable to CCH is recorded as royalty expense. Product royalty revenue and royalty expense related to the Company's retained interest

CELLDEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(12) REVENUE (Continued)**

in Rotarix was \$10.8 million, \$9.1 million and \$6.4 million for the years ended December 31, 2012, 2011 and 2010, respectively.

*Pfizer Inc. (Pfizer)*

In April 2008, the Company and Pfizer entered into a License and Development Agreement under which Pfizer was granted an exclusive worldwide license to rindopepimut. Under the Pfizer agreement, Pfizer made an upfront payment to the Company of \$40 million and made a \$10 million equity investment in the Company. The Pfizer agreement also provided for reimbursement by Pfizer of all costs incurred by the Company in connection with the collaboration since the effective date.

In November 2010, the Pfizer agreement was terminated and all rights to rindopepimut were returned to the Company. Pfizer did not provide a reason for termination. As a result of the termination, the Company recognized the remaining deferred revenue related to the Pfizer agreement to product development and licensing agreement revenue during the year ended December 31, 2010. The Company recorded \$39.9 million in product development and licensing agreement revenue under the Pfizer agreement during the year ended December 31, 2010. The Company incurred and invoiced Pfizer reimbursable costs related to the Pfizer collaboration of \$0.8 million for the year ended December 31, 2010. Since the termination of the Pfizer agreement, Pfizer is no longer funding the development of rindopepimut.

In connection with the Pfizer agreement, the Company paid a total of \$6.9 million in sublicense fees to Duke University and Thomas Jefferson University. As a result of the Pfizer termination, the Company recognized the remaining deferred costs related to the Pfizer agreement to royalty expense during year ended December 31, 2010. The Company recorded \$5.7 million in royalty expense related to these deferred sublicense fees during the year ended December 31, 2010.

**(13) COLLABORATION AGREEMENTS**

The Company has entered into license agreements whereby the Company has received licenses or options to license technology, specified patents or patent applications. The Company's licensing and development collaboration agreements generally provide for royalty payments equal to specified percentages of product sales, annual license maintenance fees, continuing patent prosecution costs and potential future milestone payments to third parties upon the achievement of certain developmental, regulatory and/or commercial milestones. Nonrefundable license fee expense was \$0.7 million, \$1.4 million and \$1.0 million for the years ended December 31, 2012, 2011 and 2010, respectively.

*Medarex, Inc., a subsidiary of Bristol-Myers Squibb (Medarex)*

Medarex, a former related party, and the Company have entered into the following agreements, each of which was approved by a majority of its independent directors who did not have an interest in the transaction. These agreements include:

- An Assignment and License Agreement, as amended, (Assignment and License Agreement) that provides for the assignment of certain patent and other intellectual property rights and a license to certain Medarex technology related to the Company's APC Targeting Technology™ and an anti-mannose receptor product; and

CELLEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(13) COLLABORATION AGREEMENTS (Continued)

- A Research and Commercialization Agreement, as amended, (Research and Commercialization Agreement) that provides the Company with certain rights to obtain exclusive commercial licenses to proprietary monoclonal antibodies raised against certain antigens utilizing the Medarex UltiMab technology platform for generating antibodies until December 2015.

Under the terms of the Assignment and License Agreement, the Company may be required to pay royalties in the low-single digits on any net product sale of a Licensed Royalty-Bearing Product or Anti-Mannose Product to Medarex until the later of (i) the expiration of the last to expire applicable patent and (ii) the tenth anniversary of the first commercial sale of such licensed product. Under the terms of the Research and Commercialization Agreement, the Company may be required to pay milestones of up to \$7.0 million upon obtaining first approval for commercial sale in a first indication of a product containing a licensed antibody and royalty payments in the low- to mid-single digits on any net product sales to Medarex with respect to the development of any products containing such licensed antibodies until the later of (i) the expiration of the last to expire applicable patent and (ii) the tenth anniversary of the first commercial sale of such licensed product. In September 2010, the Company exercised an option under the Research and Commercialization Agreement, whereby it licensed from Medarex access to the UltiMab technology to develop and commercialize human antibodies to CD27, including CDX-1127.

*Rockefeller University (Rockefeller)*

In November 2005, the Company and Rockefeller entered into a license agreement for the exclusive worldwide rights to human DEC-205 receptor, with the right to sublicense the technology. The license grant is exclusive except that Rockefeller may use and permit other nonprofit organizations to use the human DEC-205 receptor patent rights for educational and research purposes. The Company may be required to pay milestones of up to \$3.9 million upon obtaining first approval for commercial sale in a first indication of a product targeting the licensed receptor and royalty payments in the low- to mid-single digits on any net product sales to Rockefeller with respect to development and commercialization of the human DEC-205 receptor.

*Duke University Brain Tumor Cancer Center (Duke)*

In September 2006, the Company and Duke entered into a license agreement that gave the Company access and reference to the clinical data generated by Duke and its collaborators in order for the Company to generate its own filing with the FDA relating to rindopepimut. The Company may be required to pay milestone of up to \$1.0 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the low-single digits on any net product sales to Duke with respect to development and commercialization of rindopepimut.

*Ludwig Institute for Cancer Research (Ludwig)*

In October 2006, the Company and Ludwig entered into an agreement for the nonexclusive rights to certain cancer tumor targets for use in combination with the Company's APC Targeting Technology. The term of the agreement is for ten years. The Company may be required to pay milestones of up to \$1.0 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the low-single digits on any net product sales to Ludwig with respect to development and commercialization of the technology licensed from Ludwig.

CELLDEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(13) COLLABORATION AGREEMENTS (Continued)**

*Alteris Therapeutics, Inc. (Alteris)*

In October 2005, the Company completed the acquisition of the assets of Alteris, including the EGFRvIII molecule. The Company may be required to pay Alteris up to \$5.0 million upon obtaining the first approval for commercial sale of a product containing EGFRvIII, including rindopepimut.

*Thomas Jefferson University (TJU)*

In connection with our acquisition of the assets of Alteris, the Company obtained the rights to two exclusive license agreements with TJU dated February 2003 related to the EGFRvIII tumor antigen. Under these licenses, the Company may be required to pay milestones of up to \$3.0 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the low-single digits on any net product sales to TJU with respect to development and commercialization of rindopepimut.

*University of Southampton, UK (Southampton)*

In November 2008, the Company entered into a license agreement with Southampton to develop human antibodies towards CD27, a potentially important target for immunotherapy of various cancers. The Company may be required to pay milestones of up to approximately \$1.4 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the low-single digits on any net product sales to Southampton with respect to development and commercialization of CDX-1127

*Amgen Inc. (Amgen)*

In March 2009, the Company entered into a license agreement with Amgen to acquire the exclusive rights to CDX-301 and CD40 ligand (CD40L). CDX-301 and CD40L are immune modulating molecules that increase the numbers and activity of immune cells that control immune responses. The Company may be required to pay milestones of up to \$1.0 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the low-single digits on any net product sales to Amgen with respect to development and commercialization of the technology licensed from Amgen, including CDX-301.

*Seattle Genetics, Inc. (Seattle Genetics)*

In connection with the CuraGen acquisition, the Company assumed the license agreement between CuraGen and Seattle Genetics whereby CuraGen acquired the rights to proprietary antibody-drug conjugate (ADC) technology for use with the Company's proprietary antibodies for the potential treatment of cancer. The Company may be required to pay milestones of up to \$7.5 million upon obtaining first approval for commercial sale in a first indication and royalty payments in the mid-single digits on any net product sales to Seattle Genetics with respect to development and commercialization of the ADC technology, including CDX-011 and CDX-014.

## CELLDEX THERAPEUTICS, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## (14) INCOME TAXES

The components of income tax expense attributable to continuing operations consist of the following:

	Year Ended December 31,		
	2012	2011	2010
	(In thousands)		
Income tax benefit (provision):			
Federal	\$ 19,394	\$ 16,204	\$ 1,512
State	4,237	3,131	779
Foreign	—	84	107
Expiration of Net Operating Losses and Research & Development Tax Credits	(1,426)	(411)	(13,924)
	22,205	19,008	(11,526)
Deferred tax valuation allowance	(22,205)	(19,008)	11,526
	\$ —	\$ —	\$ —

A reconciliation between the amount of reported income tax and the amount computed using the U.S. Statutory rate of 34% follows:

	2012	2011	2010
	(In thousands)		
Pre-tax loss	\$ (59,123)	\$ (44,799)	\$ (2,533)
Loss at Statutory Rates	(20,102)	(15,213)	(838)
Research and Development Credits	—	(1,736)	(1,498)
State Taxes	(4,237)	(3,131)	(779)
Other	708	661	717
Expiration of Net Operating Losses and Research & Development Tax Credits	1,426	411	13,924
Change in Valuation Allowance	22,205	19,008	(11,526)
Income tax (benefit) provision	\$ —	\$ —	\$ —

Deferred tax assets and liabilities are recognized based on temporary differences between the financial reporting and tax basis of assets and liabilities using future expected enacted rates. A valuation allowance is recorded against deferred tax assets if it is more likely than not that some or all of the deferred tax assets will not be realized.

## CELLDEX THERAPEUTICS, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## (14) INCOME TAXES (Continued)

The principal components of the deferred tax assets and liabilities at December 31, 2012 and 2011, respectively, are as follows:

	December 31, 2012	December 31, 2011
	(In thousands)	
<b>Gross Deferred Tax Assets</b>		
Net Operating Loss Carryforwards	\$ 67,728	\$ 58,802
Tax Credit Carryforwards	20,692	20,285
Deferred Expenses	43,226	31,002
Stock-based Compensation	3,264	3,184
Fixed Assets	2,156	2,029
Accrued Expenses and Other	241	197
	<u>137,307</u>	<u>115,499</u>
<b>Gross Deferred Tax Liabilities</b>		
Other Acquired Intangibles	(4,481)	(4,878)
IPR&D Intangibles	(4,661)	(4,661)
	<u>(9,142)</u>	<u>(9,539)</u>
<b>Total Deferred Tax Assets and Liabilities</b>	<b>128,165</b>	<b>105,960</b>
Deferred Tax Assets Valuation Allowance	(132,826)	(110,621)
<b>Net Deferred Tax Asset (Liability)</b>	<b>\$ (4,661)</b>	<b>\$ (4,661)</b>

The net deferred tax liability of \$4.7 million at December 31, 2012 and 2011 relates to the temporary differences associated with the IPR&D intangible assets acquired in the CuraGen acquisition, which are not deductible for tax purposes.

As of December 31, 2012, the Company had the following federal net operating loss ("NOL") carryforwards:

- Prior to the merger of the Company and AVANT, \$33.0 million was generated by the Company which expire at various dates starting in 2023 and going through 2028;
- Prior to the merger of the Company and AVANT, \$101.2 million, net of expirations and utilization, was generated by AVANT which expire at various dates starting in 2018 and going through 2028. During the years ended, December 31, 2012 and 2011, NOLs of \$16.4 million and \$14.8 million expired, respectively;
- Following the merger of the Company and AVANT, \$98.4 million was generated by the combined company which expire at various dates starting in 2028 and going through 2032; and
- Prior to its acquisition by the Company, \$518.3 million was generated by CuraGen.

In general, an ownership change, as defined by Section 382 of the Internal Revenue Code, results from transactions increasing the ownership of certain shareholders or public groups in the stock of a corporation by more than 50 percentage points over a three-year period. Such ownership changes can significantly limit the amount of NOLs that may be utilized in future periods. The Company currently expects that it is remote that the CuraGen NOLs may be utilized and, as such, no related asset has

CELLDEX THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(14) INCOME TAXES (Continued)**

been recorded for such losses. The Company has not completed an analysis of losses generated by AVANT, however, the Company believes it is remote that \$60.8 million of the AVANT NOLs may be utilized in future periods and there may be substantial limitations on the Company's ability to use the remaining NOLs of \$40.4 million. Following the merger of the Company and AVANT, the Company experienced changes in ownership as defined by Section 382 in June 2009 and December 2009. Further, prior to the AVANT merger, the Company as a stand alone company experienced a change in ownership in October 2007. As a result of the ownership change in October 2007, utilization of the Company's NOLs prior to October 2007 is subject to an annual limitation of \$4.5 million on \$28.3 million of NOLs generated before that date. As a result of the ownership changes in June 2009 and December 2009, there is an annual limitation amount of \$6.0 million on \$67.7 million NOLs. Any unused annual limitation may be carried over to later years, and the amount of the limitation may, under certain circumstances, be subject to adjustment if the fair value of the Company's net assets are determined to be below or in excess of the tax basis of such assets at the time of the ownership change, and such unrealized loss or gain is recognized during the five-year period after the ownership change.

Similar to the AVANT and CuraGen NOL carryforwards above, the Company believes that it is not more likely than not that federal and state research and development ("R&D") credits of \$20.8 million and \$14.4 million, respectively, will be utilized in the future periods. Further, the Company's ability to use the state NOLs of approximately \$99.2 million and the remaining federal and state R&D credit carryforwards of approximately \$13.8 million and \$10.2 million, respectively, may be substantially limited. These state NOLs and federal and state credits expire at various dates starting in 2013 going through 2031. The Company has not yet completed a study of these credits to substantiate the amounts. Until a study is completed, no amounts are being presented as an uncertain tax position.

Subsequent ownership changes, as defined in Section 382, could further limit the amount of net operating loss carryforwards and research and development credits that can be utilized annually to offset future taxable income.

The Company applies the authoritative guidance on account for and disclosure of uncertainty in income tax positions which requires the Company to determine whether an income tax position of the Company is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. For income tax positions meeting the more likely than not threshold, the tax amount recognized in the financial statements is reduced to the largest benefit that has a greater than fifty percent likelihood of being realized upon the ultimate settlement with the relevant taxing authority. At December 31, 2012 and 2011, we had no unrecognized tax benefits. A full valuation allowance has been provided against our deferred tax assets and liabilities and, if an adjustment is required, this adjustment would be offset by an adjustment to the valuation allowance. Thus, there would be no impact to the consolidated balance sheet or statement of operations if an adjustment were required.

Massachusetts, New Jersey and Connecticut are the three states in which the Company primarily operates or has operated and has income tax nexus. The Company is not currently under examination by any other jurisdictions for any tax year.

The Company has evaluated the positive and negative evidence bearing upon the realizability of its net deferred tax assets, which are comprised principally of net operating loss carryforwards, capitalized R&D expenditures and R&D tax credit carryforwards. The Company has determined that it is more

## CELLDEX THERAPEUTICS, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**(14) INCOME TAXES (Continued)**

likely than not that it will not recognize the benefits of federal and state deferred tax assets and, as a result, a full valuation allowance was maintained at December 31, 2012 against the Company's net deferred tax assets.

The American Taxpayer Relief Act of 2012 was enacted on January 2, 2013 under which the federal research and development credit was retroactively extended for amounts paid or incurred after December 31, 2011 through December 31, 2013. The effects of the change in the tax law will be recognized in the first quarter of 2013, which is the quarter in which the law was enacted.

**(15) COMMITMENTS AND CONTINGENCIES**

The Company has facility and equipment leases that expire at various dates through 2017. Certain of these facility leases contain renewal options, early termination provisions, and provisions that escalate the base rent payments and require the Company to pay common area maintenance costs ("CAM") during the lease term. The Company entered into a letter of credit facility with a national U.S. financial institution which is collateralized by a security deposit for the leased facility in Phillipsburg, New Jersey. The Company recorded restricted cash related to this security deposit of \$0.2 million to other assets in the consolidated balance sheets at December 31, 2012 and December 31, 2011.

The following obligations for base rent and CAM costs under facility and other non-cancelable operating leases as of December 31, 2012 do not include the exercise of renewal terms or early termination provisions (in thousands):

2013	\$ 2,590
2014	2,303
2015	2,362
2016	2,374
2017	1,221
Thereafter	—
Total minimum lease payments	<u>\$ 10,850</u>

The Company's total rent and CAM expense for all facility leases was \$2.5 million for the years ended December 31, 2012, 2011 and 2010.

**(16) RETIREMENT SAVINGS PLAN**

The Company maintains a 401(k) Plan which is available to substantially all employees. Under the terms of the 401(k) Plan, participants may elect to contribute up to 15% of their compensation, or the statutory prescribed limits. The Company may make 50% matching contributions on up to 4% of a participant's annual salary. Benefit expense for the 401(k) Plan was \$0.2 million, \$0.2 million and \$0.2 million for the years ended December 31, 2012, 2011 and 2010, respectively.

## CELLDEX THERAPEUTICS, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## (17) SELECTED QUARTERLY FINANCIAL DATA (Unaudited)

<u>2012</u>	<u>Q1 2012</u>	<u>Q2 2012</u>	<u>Q3 2012</u>	<u>Q4 2012</u>
	(In thousands, except per share amounts)			
Total revenue	\$ 2,433	\$ 2,009	\$ 3,113	\$ 3,647
Net loss	(13,516)	(13,773)	(15,027)	(16,807)
Basic and diluted net loss per common share	(0.27)	(0.23)	(0.25)	(0.27)

<u>2011</u>	<u>Q1 2011</u>	<u>Q2 2011</u>	<u>Q3 2011</u>	<u>Q4 2011</u>
	(In thousands, except per share amounts)			
Total revenue	\$ 2,516	\$ 1,952	\$ 2,363	\$ 2,433
Net loss	(10,059)	(10,236)	(11,772)	(12,732)
Basic and diluted net loss per common share	(0.31)	(0.27)	(0.27)	(0.29)

**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**Item 9A. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures*

As of December 31, 2012, we evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2012. Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within time periods specified by the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

*Management's Annual Report on Internal Control Over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act as the process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with the authorizations of management and directors; and
- provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework provided in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2012.

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The effectiveness of our internal control over financial reporting as of December 31, 2012 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which is included herein.

*Changes in Internal Control Over Financial Reporting*

There were no changes in our internal control over financial reporting during the three months ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. OTHER INFORMATION**

None.

**PART III**

**Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this Item 10 will be included in the definitive Proxy Statement for our 2013 Annual Meeting of Stockholders, or the 2013 Proxy Statement, under "Information Regarding the Current Directors and Executive Officers of Celldex Therapeutic, Inc.," "Section 16(a) Beneficial Ownership Reporting Compliance," "Code of Business Conduct and Ethics" and "The Board of Directors and Its Committees" and is incorporated herein by reference. If the 2013 Proxy Statement is not filed with the SEC within 120 days after the end of our most recent fiscal year, we will provide such information by means of an amendment to this Annual Report on Form 10-K.

**Item 11. EXECUTIVE COMPENSATION**

The information required by this Item 11 will be included in the 2013 Proxy Statement under "Executive Compensation," and "Compensation Committee Interlocks and Insider Participation," and is incorporated herein by reference. If the 2013 Proxy Statement is not filed with the SEC within 120 days after the end of our most recent fiscal year, we will provide such information by means of an amendment to this Annual Report on Form 10-K.

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this Item 12 will be included in the 2013 Proxy Statement under "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information" and is incorporated herein by reference. If the 2013 Proxy Statement is not filed with the SEC within 120 days after the end of our most recent fiscal year, we will provide such information by means of an amendment to this Annual Report on Form 10-K.

**Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item 13 will be included in the 2013 Proxy Statement under "Election of Directors" and "Approval of Related Person Transactions and Transactions with Related Persons" and is incorporated herein by reference. If the 2013 Proxy Statement is not filed with the SEC within 120 days after the end of our most recent fiscal year, we will provide such information by means of an amendment to this Annual Report on Form 10-K.

**Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this Item 14 will be included in the 2013 Proxy Statement under "Independent Registered Public Accounting Firm" and is incorporated herein by reference. If the 2013 Proxy Statement is not filed with the SEC within 120 days after the end of our most recent fiscal year, we will provide such information by means of an amendment to this Annual Report on Form 10-K.

**PART IV**

**Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(A) The following documents are filed as part of this Form 10-K:

(1) *Financial Statements:*

The Financial Statements and Supplementary Data are included in Part II Item 8 of this report.

(2) *Financial Statement Schedules:*

Schedules are omitted since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the Consolidated Financial Statements or Notes thereto.

(3) *Exhibits:*

No.	Description	Incorporated by Reference to		
		Form and SEC File No.	Exhibit No.	SEC Filing Date
<i>Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession</i>				
2.1	Agreement and Plan of Merger, dated as of October 19, 2007, by and among AVANT, Celldex Merger Corporation, and Celldex Therapeutics, Inc.	8-K (000-15006)	2.1	10/22/07
2.2	Agreement and Plan of Merger, dated as of May 28, 2009, by and among Celldex Therapeutics, Inc., CuraGen Corporation and Cottrell Merger Sub, Inc.	8-K (000-15006)	2.1	5/29/09
<i>Articles of Incorporation and By-Laws</i>				
3.1	Third Restated Certificate of Incorporation	S-4 (333-59215)	3.1	7/16/98
3.2	Certificate of Amendment of Third Restated Certificate of Incorporation	S-4 (333-59215)	3.1	7/16/98
3.3	Second Certificate of Amendment of Third Restated Certificate of Incorporation	S-4 (333-59215)	3.2	7/16/98
3.4	Third Certificate of Amendment of Third Restated Certificate of Incorporation	10-Q (000-15006)	3.1	5/10/02
3.5	Fourth Certificate of Amendment of Third Restated Certificate of Incorporation	8-K (000-15006)	3.1	3/11/08
3.6	Fifth Certificate of Amendment of Third Restated Certificate of Incorporation	8-K (000-15006)	3.2	3/11/08
3.7	Sixth Certificate of Amendment of Third Restated Certificate of Incorporation	10-Q (000-15006)	3.7	11/10/08
3.8	Amended and Restated By-Laws as of March 14, 2007	10-K (000-15006)	3.5	3/18/08
<i>Instruments Defining the Rights of Security Holders</i>				
4.1	Specimen of Common Stock Certificate	S-3 (000-15006)	4.17	4/5/10

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No.	Description	Incorporated by Reference to		
		Form and SEC File No.	Exhibit No.	SEC Filing Date
4.2	Shareholder Rights Agreement dated November 5, 2004	8-A (000-15006)	4.1	11/8/04
4.3	Amendment No. 1 to Shareholder Rights Agreement dated October 19, 2007	8-A/A (000-15006)	10.1	10/22/07
4.4	Amendment No. 2 to Shareholder Rights Agreement dated March 7, 2008	8-A/A (000-15006)	10.1	3/7/08
4.5	Certificate of Designations, Preferences and Rights of a Series of Preferred Stock classifying and designating the Series C-1 Junior Participating Cumulative Preferred Stock	8-A (000-15006)	3.1	11/8/04
<i>Material Contracts—Leases</i>				
10.1	Commercial Lease Agreement of May 1, 1996 between the Company and Fourth Avenue Ventures Limited Partnership	10-Q/A (000-15006)	10.11	8/23/96
10.2	Extension of Lease Agreement of May 1, 1997 between the Company and DIV Needham 53 LLC (successor in interest to Fourth Avenue Ventures Limited Partnership) dated as of August 23, 2001	10-K (000-15006)	10.9	3/27/02
10.3	First Amendment to Lease by and between the Company and DIV Needham 53 LLC dated November 29, 2005	10-K (000-15006)	10.40	3/16/06
*10.4	Lease Agreement, by and between the Company and the Massachusetts Development Finance Agency, dated as of December 22, 2003	10-Q (000-15006)	10.1	4/30/04
10.5	First Amendment to Lease between Massachusetts Development Finance Agency and the Company dated March 17, 2005	10-K/A (000-15006)	10.6	12/23/10
10.6	Second Amendment to Lease by and between the Company and the Massachusetts Development Finance Agency dated as of November 4, 2005	10-K (000-15006)	10.41	3/16/06
10.7	Third Amendment to Lease between Massachusetts Development Finance Agency and the Company dated December 20, 2006	10-K/A (000-15006)	10.7	12/23/10
10.8	Fifth Amendment to Lease between Massachusetts Development Finance Agency and the Company dated October 3, 2008	10-K/A (000-15006)	10.8	12/23/10
10.9	Sixth Amendment to Lease between Massachusetts Development Finance Agency and the Company dated August 20, 2009	10-K/A (000-15006)	10.9	12/23/10
10.10	Seventh Amendment to Lease by and between the Company and the Massachusetts Development Finance Agency dated as of June 22, 2010	10-Q (000-15006)	10.1	8/5/10

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No.	Description	Incorporated by Reference to		
		Form and SEC File No.	Exhibit No.	SEC Filing Date
10.11	Lease Agreement dated as of October 21, 2005 by and between Phillipsburg Associates, L.P. and the Company.	S-4 (333-148291)	10.10	1/18/08
10.12	First Amendment to Lease between Phillipsburg Associates, L.P. and the Company dated October 11, 2010	10-Q/A (000-15006)	10.1	12/23/10
10.13	Subordination, Non-Disturbance and Attornment Agreement between Bank of America and the Company dated October 11, 2010	10-Q/A (000-15006)	10.2	12/23/10
<i>Material Contracts—License, Collaboration, Supply and Distribution Agreements</i>				
*10.14	License Agreement between the Company and SmithKline Beecham PLC dated as of December 1, 1997	10-K (000-15006)	10.20	3/28/00
10.15	Amendment Agreement, dated January 9, 2003, between the Company and SmithKline Beecham PLC	10-K/A (000-15006)	10.21	9/12/03
10.16	License and Clinical Trials Agreement, effective as of February 27, 1995, between the Company and the James N. Gamble Institute of Medical Research	10-K/A (000-15006)	10.23	9/12/03
10.17	Amendment Agreement between Cincinnati Children's Hospital Medical Center and the Company dated November 17, 2003	10-K/A (000-15006)	10.10	12/23/10
10.18	License Agreement, dated as of November 25, 1988, by and among The Johns Hopkins University, Brigham and Women's Hospital and the Company	10-K/A (000-15006)	10.28	9/12/03
10.19	Purchase Agreement, dated as of May 16, 2005, by and between the Company and PRF Vaccine Holdings LLC	8-K (000-15006)	10.1	5/18/05
10.20	Amendment Agreement to Purchase Agreement between the Company and PRF Vaccine Holdings LLC, dated as of March 14, 2006	8-K (000-15006)	10.1	3/15/06
*10.21	Exclusive License Agreement dated February 1, 2003 by and between Thomas Jefferson University and the Company	S-4 (333-148291)	10.1	1/18/08
*10.22	Amendment to License Agreement between Thomas Jefferson University and the Company dated March 27, 2008	10-K/A (000-15006)	10.12	12/23/10
*10.23	License Agreement dated as of November 1, 2005 by and between The Rockefeller University and the Company	S-4 (333-148291)	10.2	1/18/08
*10.24	License Agreement dated September 1, 2006 by and between Duke University and the Company	S-4 (333-148291)	10.3	1/18/08
10.25	Amendment to License Agreement between Duke University and the Company dated April 2, 2008	10-K/A (000-15006)	10.5	12/23/10

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No.	Description	Incorporated by Reference to		
		Form and SEC File No.	Exhibit No.	SEC Filing Date
*10.26	License Agreement between Duke University, The Johns Hopkins University and the Company dated December 31, 2003	10-K/A (000-15006)	10.11	12/23/10
*10.27	Amendment to License Agreement between Duke University, The Johns Hopkins University and the Company dated April 2, 2008	10-K/A (000-15006)	10.13	12/23/10
*10.28	Assignment and License Agreement, as amended, dated April 6, 2004 by and among Medarex, Inc., GenPharm International, Inc. and the Company	S-4 (333-148291)	10.4	1/18/08
*10.29	Research and Commercialization Agreement, as amended, dated as of April 6, 2004 by and among Medarex, Inc., GenPharm International, Inc. and the Company	S-4 (333-148291)	10.5	1/18/08
*10.30	Supply Agreement dated August 18, 2006 by and between the Company and Biosyn	S-4 (333-148291)	10.9	1/18/08
*10.31	Research Collaboration and Commercialization Agreement effective October 20, 2006 between the Company and the Ludwig Institute for Cancer Research	10-K (000-15006)	10.45	3/2/09
*10.32	Exclusive Patent and Know-How License Agreement dated as of November 5, 2008 between the Company and the University of Southampton	10-K (000-15006)	10.47	3/2/09
*10.33	License and Assignment Agreement, between Amgen Inc. and the Company dated March 16, 2009	10-K/A (000-15006)	10.1	12/23/10
*10.34	Collaboration Agreement dated June 18, 2004 between Seattle Genetics and CuraGen	10-K (000-15006)	10.27	3/12/10
*10.35	Second Restated Collaboration Agreement dated April 12, 2004 and amended October 19, 2004 between Abgenix Inc. and CuraGen	10-K (000-15006)	10.28	3/12/10
10.36	Amgen Letter Agreement, by and between CuraGen and Amgen Fremont, Inc. dated May 2, 2009	10-K (000-15006)	10.29	3/12/10
*10.37	Transfer and Termination Agreement, dated as of April 21, 2008 by and between TopoTarget A/S and CuraGen	10-K (000-15006)	10.30	3/12/10
*10.38	License Agreement between Medarex and Company dated September 17, 2010	10-Q/A (000-15006)	10.3	12/23/10
10.39	Master Services Agreement dated March 29, 2010 by and between the Company and Prologue Research International, Inc. (Prologue)	10-Q (000-15006)	10.2	11/3/11
10.40	Amendment to Master Services Agreement dated July 6, 2011 by and between the Company and Novella Clinical Inc. (formerly known as Prologue)	10-Q (000-15006)	10.3	11/3/11

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No.	Description	Incorporated by Reference to		
		Form and SEC File No.	Exhibit No.	SEC Filing Date
<i>Material Contracts—Stock Purchase, Financing and Credit Agreements</i>				
10.41	Loan and Security Agreement, dated as of December 30, 2010, by and among Celldex Therapeutics, Inc., Celldex Research Corporation and MidCap Financial, LLC.	8-K (000-15006)	10.1.1	1/6/11
10.42	Promissory Note issued by Celldex Therapeutics, Inc. and Celldex Research Corporation to MidCap Financial, LLC.	8-K (000-15006)	10.1.2	1/6/11
10.43	Joinder and First Loan Modification Agreement, dated as of March 7, 2011, by and among Celldex Therapeutics, Inc., Celldex Research Corporation, MidCap Funding V, LLC and General Electric Capital Corporation.	10-K (000-15006)	10.53	3/9/11
10.44	Promissory Note issued by Celldex Therapeutics, Inc. and Celldex Research Corporation to General Electric Capital Corporation.	10-K (000-15006)	10.54	3/9/11
10.45	Second Loan Modification Agreement, dated as of March 2, 2012, by and among Celldex Therapeutics, Inc., Celldex Research Corporation, MidCap Funding V, LLC and General Electric Capital Corporation.	8-K (000-15006)	10.1	3/7/12
10.46	Sales Agreement, dated January 6, 2011, between Celldex Therapeutics, Inc. and Cantor Fitzgerald & Co.	8-K (000-15006)	10.1.3	1/6/11
10.47	Amendment No. 1 to Sales Agreement, dated January 6, 2011, between Celldex Therapeutics, Inc. and Cantor Fitzgerald & Co., dated September 20, 2012	8-K (000-15006)	10.1	9/24/12
<i>Material Contracts—Management Contracts and Compensatory Plans</i>				
†10.48	2008 Stock Option and Incentive Plan, as amended and restated	8-K (000-15006)	10.1	6/14/12
†10.49	2004 Employee Stock Purchase Plan, as amended and restated	10-K (000-15006)	10.35	3/12/10
†10.50	Employment Agreement, dated as of January 1, 2013, by and between the Company and Anthony S. Marucci	8-K (000-15006)	10.1	12/21/12
†10.51	Employment Agreement, dated as of January 1, 2013, by and between the Company and Avery W. Catlin	8-K (000-15006)	10.2	12/21/12
†10.52	Employment Agreement, dated as of January 1, 2013, by and between the Company and Thomas Davis, MD	8-K (000-15006)	10.3	12/21/12
†10.53	Employment Agreement, dated as of January 1, 2013, by and between the Company and Tibor Keler, Ph.D.	8-K (000-15006)	10.4	12/21/12
†10.54	Employment Agreement, dated as of January 1, 2013, by and between the Company and Ronald A. Pepin, Ph.D.	8-K (000-15006)	10.5	12/21/12
†10.55	Form of Stock Option Agreement	8-K (000-15006)	10.1	1/25/10

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No.	Description	Incorporated by Reference to		
		Form and SEC File No.	Exhibit No.	SEC Filing Date
†10.56	CuraGen 2007 Stock Incentive Plan, amended and restated	10-K (000-15006)	10.41	3/12/10
†10.57	Form of Restricted Stock Award	10-K (000-15006)	10.42	3/12/10
21.0	List of Subsidiaries	Filed herewith		
23.1	Consent of PricewaterhouseCoopers LLP, an Independent Registered Public Accounting Firm	Filed herewith		
31.1	Certification of President and Chief Executive Officer	Filed herewith		
31.2	Certification of Senior Vice President and Chief Financial Officer	Filed herewith		
32	Section 1350 Certifications	Furnished herewith		
+101	XBRL Instance Document			
+102	XBRL Taxonomy Extension Schema Document			
+103	XBRL Taxonomy Extension Calculation Linkbase Document			
+104	XBRL Taxonomy Extension Definition Linkbase Document			
+105	XBRL Taxonomy Extension Label Linkbase Document			
+106	XBRL Taxonomy Extension Presentation Linkbase Document			
*	Confidential treatment has been requested for certain provisions of this Exhibit pursuant to Rule 24b-2 promulgated under the Securities Exchange Act of 1934, as amended.			
†	Indicates a management contract or compensation plan, contract or arrangement.			
+	The XBRL information is being furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any registration statement under the Securities Act of 1933, as amended.			





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Exhibit 21.0

**LIST OF SUBSIDIARIES**

<u>Name</u>	<u>State of Incorporation</u>
Celldex Research Corporation	Delaware

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[Exhibit 21.0](#)

[LIST OF SUBSIDIARIES](#)

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**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-182142, 333-151728, 333-117602 and 333-162423) and on Form S-3 (Nos. 333-165899 and 333-185647) of Celldex Therapeutics, Inc. of our report dated March 8, 2013 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts  
March 8, 2013

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[Exhibit 23.1](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)

**CERTIFICATION**

I, Anthony S. Marucci, certify that:

1. I have reviewed this annual report on Form 10-K of Celldex Therapeutics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 8, 2013

By: /s/ ANTHONY S. MARUCCI

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Name: Anthony S. Marucci  
Title: *President and Chief Executive Officer*

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[Exhibit 31.1](#)

[CERTIFICATION](#)

**CERTIFICATION**

I, Avery W. Catlin, certify that:

1. I have reviewed this annual report on Form 10-K of Celldex Therapeutics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 8, 2013

By: /s/ AVERY W. CATLIN

Name: Avery W. Catlin  
Title: Senior Vice President and  
Chief Financial Officer

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[Exhibit 31.2](#)

[CERTIFICATION](#)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND  
CHIEF FINANCIAL OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in his capacity as an officer of Celldex Therapeutics, Inc. (the "Company"), that, to his knowledge, the Annual Report of the Company on Form 10-K for the period ended December 31, 2012 (the "Form 10-K"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. § 78m or 78o(d)) and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company. This written statement is being furnished to the Securities and Exchange Commission as an exhibit to the Form 10-K. A signed original of this statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: March 8, 2013

By: /s/ ANTHONY S. MARUCCI

Name: Anthony S. Marucci  
Title: *President and Chief Executive Officer*

Date: March 8, 2013

By: /s/ AVERY W. CATLIN

Name: Avery W. Catlin  
Title: *Senior Vice President and  
Chief Financial Officer*

This certification shall be not be deemed "filed" for any purpose, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act.

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[Exhibit 32](#)

[CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)

