

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Martin Samuel Bates</u> <hr/> (Last) (First) (Middle) C/O CELLDX THERAPEUTICS, INC. 53 FRONTAGE ROAD <hr/> (Street) HAMPTON NJ 08827 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Celldex Therapeutics, Inc. [ CLDX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X SVP and CFO		
			3. Date of Earliest Transaction (Month/Day/Year) 08/10/2021			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/10/2021		M		10,302	A	\$9.0165 <sup>(2)</sup>	21,037 <sup>(1)</sup>	D	
Common Stock	08/10/2021		S <sup>(3)</sup>		2,056 <sup>(3)</sup>	D	\$45.25	18,981 <sup>(1)</sup>	D	
Common Stock	08/10/2021		M		11,079	A	\$2.78	30,060	D	
Common Stock	08/10/2021		S <sup>(3)</sup>		682 <sup>(3)</sup>	D	\$45.25	29,378	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Incentive Stock Option	\$9.0165 <sup>(2)</sup>	08/10/2021		M			10,302	(4)	06/13/2028	Common Stock	10,302	\$0.00	16,030 <sup>(2)</sup>	D	
Incentive Stock Option	\$2.78	08/10/2021		M			11,079	(5)	06/19/2029	Common Stock	11,079	\$0.00	31,921	D	

**Explanation of Responses:**

- On February 8, 2019, Celldex Therapeutics, Inc. effected a 1-for-15 reverse stock split of its common stock (the "Reverse Stock Split"). The amount of securities reported on this Form 4 have been adjusted to reflect the Reverse Stock Split.
- This option was previously reported as covering 395,000 shares at an exercise price of \$0.6011 per share, but has been adjusted to reflect the Reverse Stock Split.
- Represents shares sold upon exercise of option in payment of exercise price pursuant to broker-assisted cashless exercise transaction.
- 25% vested on June 13, 2019 and the remainder vest quarterly (in equal amounts) over the subsequent 12 quarters.
- 25% vested on June 19, 2020 and the remainder vest quarterly (in equal amounts) over the subsequent 12 quarters.

/s/ Anthony S. Marucci,  
attorney in fact for Samuel      08/12/2021  
Bates Martin

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.