SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 Add SHANNON	lress of Reporting	<u>M</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/01/2009		3. Issuer Name and Ticker or Trading Symbol <u>Celldex Therapeutics, Inc.</u> [CLDX]						
(Last) (First) (Middle) C/O CELLDEX THERAPEUTICS, INC. 119 FOURTH AVENUE					4. Relationship of Reporting Perso (Check all applicable) X Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) NEEDHAM MA 02494		02494						X		/ One Reporting Person / More than One erson	
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock, par value \$.001 per share ⁽¹⁾					66,212	D	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Inst		or Exerc		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)		
Stock Option (right to purchase) ⁽²⁾		10/01/2009	01/20/2019	Common Stock, par value \$.001 per share	155,986	2.48		D			
Stock Option (right to purchase) ⁽³⁾		10/01/2009	09/25/2017	Common Stock, par value \$.001 per share	68,475	4.89		D			
Stock Option (right to purchase) ⁽⁴⁾		10/01/2009	09/25/2017	Common Stock, par value \$.001 per share	68,475	4.89 D		D			

Explanation of Responses:

1. Received in exchange for 241,740 shares of CuraGen, Corp. ("CuraGen") common stock, at an exchange ratio of .2739, in connection with the merger of CuraGen with and into Cottrell Merger Sub, Inc., a direct wholly-owned subsidiary of Celldex Therapeutics, Inc. (the "Merger").

2. Received in the Merger in exchange for a stock option to acquire 569,500 shares of CuraGen common stock for \$.68 per share.

3. Received in the Merger in exchange for a stock option to acquire 250,000 shares of CuraGen common stock for \$1.34 per share.

4. Received in the Merger in exchange for a stock option to acquire 250,000 shares of CuraGen common stock for \$1.34 per share

/s/ Timothy Shannon

** Signature of Reporting Person

10/06/2009

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 5 (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.

Date