

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **November 6, 2014**

CELLDEX THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-15006
(Commission File Number)

13-3191702
(IRS Employer
Identification No.)

**Perryville III Building, 53 Frontage Road, Suite 220,
Hampton, New Jersey 08827**

(Address of principal executive offices) (Zip Code)

(908) 200-7500
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

In connection with the issuance of shares of common stock to Biosyn Corporation ("Biosyn") pursuant to the third amended and restated supply agreement between Celldex Therapeutics, Inc. (the "Company") and Biosyn, the Company filed a prospectus supplement to its automatic shelf registration statement on Form S-3 (File No. 333-192640) on November 6, 2014 covering the resale of up to 76,086 shares (the "Shares") of the Company's common stock. In connection with the resale of the Shares, the Company is filing the opinion of Lowenstein Sandler LLP relating to the legality of the Shares as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d)

<u>Exhibit No.</u>	<u>Description.</u>
5.1	Opinion of Lowenstein Sandler LLP
23.1	Consent of Lowenstein Sandler LLP (included in the opinion of Lowenstein Sandler LLP filed as Exhibit 5.1 hereto).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CELLDEX THERAPEUTICS, INC.

Date: November 6, 2014

By: /s/ Avery W. Catlin

Avery W. Catlin

Title: Senior Vice President and Chief Financial Officer

November 6, 2014

Celldex Therapeutics, Inc.
Perryville III Building, 53 Frontage Road, Suite 220
Hampton, New Jersey 08827

Ladies and Gentlemen:

We have acted as special counsel to Celldex Therapeutics, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing of the Prospectus Supplement filed with the Commission pursuant to Rule 424(b) under the Securities Act, dated November 6, 2014 (the “**Prospectus Supplement**”) and the related prospectus included therein (the “**Base Prospectus**”) under the automatic shelf registration statement on Form S-3 filed on December 3, 2013 (File No. 333-192640) (as amended or supplemented, the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”).

The Prospectus Supplement relates to the registration for resale of up to 76,086 shares (the “**Shares**”) of the Company’s common stock, par value \$0.001 per share (the “**Common Stock**”) owned by the selling stockholder named therein.

We have reviewed such corporate records and documents and made such examination of law as we have deemed appropriate to give the opinion expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on the certificates of officers of the Company. In making our examination, we have assumed that all signatures on documents examined by us are genuine, the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as certified, conformed or photostatic copies.

We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties.

The opinion expressed below is limited to the federal laws of the United States and the Delaware General Corporation Law. We express no opinion as to the effect of the law of any other jurisdiction. Our opinion is rendered as of the date hereof,

and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention.

Based on the foregoing, we are of the opinion that the Shares to be sold by the selling stockholder pursuant to the Registration Statement have been validly issued and are fully paid and non-assessable.

We hereby consent to the inclusion of this letter as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption “Legal Matters” in the Registration Statement, the Base Prospectus and the Prospectus Supplement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Lowenstein Sandler LLP
Lowenstein Sandler LLP
