

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CELLDEX THERAPEUTICS, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation)

13-3191702
(I.R.S. Employer
Identification Number)

**Perryville III Building, 53 Frontage Road, Suite 220
Hampton, New Jersey 08827
(908) 200-7500**

(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

**Sam Martin
Chief Financial Officer
CELLDEX THERAPEUTICS, INC.
Perryville III Building, 53 Frontage Road, Suite 220
Hampton, New Jersey 08827
(908) 200-7500**

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

**Anthony O. Pergola, Esq.
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, New York 10020
(212) 262-6700**

**Approximate date of commencement of proposed sale to the public:
From time to time after this registration statement becomes effective, as determined by the registrant.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x File No. 333-235399

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, par value \$0.001 per share	—	—
Total	\$ 25,000,000	\$ 3,245

(1) The Registrant previously registered an aggregate of \$150,000,000.00 of Common Stock, Preferred Stock, Warrants, Depositary Shares and Units on a Registration Statement on Form S-3 (File No. 333-235399), as amended, which was declared effective on June 12, 2020 (the “Related Registration Statement”), and for which a filing fee of \$19,470.00 was previously paid. As of the date hereof, a balance of \$125,000,000 of such securities remains to be offered and sold under the Related Registration Statement. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of Common Stock, having a proposed maximum aggregate offering price of \$25,000,000 is hereby registered.

(2) The registration fee has been calculated pursuant to Rule 457(o) promulgated under the Securities Act of 1933, as amended (the “Securities Act”).

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the “SEC”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). This Registration Statement relates to the public offering of Common Stock of Celldex Therapeutics, Inc. (the “Registrant”) contemplated by the [Registration Statement on Form S-3, as amended \(File No. 333-235399\), initially filed with the SEC by the Registrant on December 6, 2019](#) (as amended on [June 12, 2020](#), the “Related Registration Statement”), pursuant to the Securities Act, which was declared effective by the SEC on June 12, 2020. The contents of the Related Registration Statement, including all amendments and exhibits thereto, are incorporated by reference into this Registration Statement.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of securities to be offered in the public offering by \$25,000,000. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Related Registration Statement.

The required opinion and consents are listed in Part II, Item 16 of this Registration Statement and filed herewith.

Exhibit Index

Exhibit Number	Description of Exhibit
5.1	Opinion of Lowenstein Sandler LLP
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Lowenstein Sandler LLP (included in Exhibit 5.1)
24.1(1)	Power of Attorney

(1) Previously filed on the signature page to the Registrant's Registration Statement on Form S-3, as amended (File No. 333-235399), initially filed with the Securities and Exchange Commission on December 6, 2019, as amended on June 12, 2020, and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hampton, New Jersey, on this 15th day of June, 2020.

CELLEX THERAPEUTICS, INC.

By: /s/ Anthony S. Marucci
Anthony S. Marucci
President and Chief Executive Officer

SIGNATURES

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-3 has been signed by the following persons in the capacities held on the dates indicated.

Signature	Title	Date
<u>/s/ Anthony S. Marucci</u> Anthony S. Marucci	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	June 15, 2020
<u>/s/ Sam Martin</u> Sam Martin	Senior Vice President, Chief Financial Officer and Treasurer (<i>Principal Financial and Accounting Officer</i>)	June 15, 2020
<u>*</u> Karen L. Shoos	Director, Chair of the Board of Directors	June 15, 2020
<u>*</u> Keith L. Brownlie	Director	June 15, 2020
<u>*</u> Herbert J. Conrad	Director	June 15, 2020
<u>*</u> James J. Marino	Director	June 15, 2020
<u>*</u> Harry H. Penner, Jr.	Director	June 15, 2020

*By: /s/ Sam Martin
Sam Martin
Attorney-in-fact

June 15, 2020

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

Re: Shelf Registration Statement of Celldex Therapeutics, Inc. on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Celldex Therapeutics, Inc., a Delaware corporation (the "Company"), in connection with its filing of a registration statement on Form S-3 (the "Registration Statement") filed by the Company pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of \$25,000,000 of shares of common stock, par value \$0.001 per share, of the Company (the "Common Stock"). The Registration Statement incorporates by reference the registration statement on Form S-3 (File No.333-235399), which was declared effective on June 12, 2020 (the "Prior Registration Statement"), including the prospectus which forms a part of the Prior Registration Statement (the "Base Prospectus"), which provides that it will be supplemented in the future by one or more prospectus supplements (each a "Prospectus Supplement"). We have been requested by the Company to render this opinion in connection with the filing of the Registration Statement.

In rendering our opinion, we have reviewed the Registration Statement and the exhibits thereto. We have also reviewed such corporate documents and records of the Company, such certificates of public officials and officers of the Company and such other matters as we have deemed necessary or appropriate for purposes of this opinion.

We have assumed that all documents referenced below are the valid and binding obligations of and enforceable against the parties thereto. We have also assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the conformity to authentic original documents of all documents submitted to us as certified, conformed or photostatic copies and the legal capacities of all natural persons.

Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

Upon adoption by the Board of Directors of the Company of a resolution in form and content as required by applicable law authorizing the issuance and sale of Common Stock, and (b) assuming that the Registration Statement and any required post-effective amendment(s) thereto and any and all Prospectus Supplement(s) required by applicable laws have become effective under the Securities Act, and (c) assuming that upon the issuance of such Common Stock, the total number of issued and outstanding shares of Common Stock will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the restated certificate of incorporation of the Company, as amended ("Charter"), then upon issuance and delivery of and payment for such shares in the manner contemplated by the Registration Statement, the Base Prospectus and the related Prospectus Supplement(s) and by such resolution, such shares of Common Stock being issued by the Company, will be validly issued, fully paid and non-assessable.

The opinions set forth above are subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency, reorganization, arrangement, moratorium, fraudulent conveyance, fraudulent transfer and other similar laws relating to or affecting the rights of creditors; (ii) the effect of general principles of equity (including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief and other equitable remedies), regardless of whether considered in a proceeding at law or in equity, (iii) the effect of public policy considerations that may limit the rights of the parties to obtain further remedies, (iv) we express no opinion with respect to the enforceability of provisions relating to choice of law, choice of venue, jurisdiction or waivers of jury trial, and (v) we express no opinion with respect to the enforceability of any waiver of any usury defense.

Our opinion is limited to the federal laws of the United States and to 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.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related Base Prospectus and any Prospectus Supplement under the caption "Legal Matters." In giving such consent, we do not thereby 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 of the Commission promulgated thereunder.

Very truly yours,

LOWENSTEIN SANDLER LLP

/s/ Lowenstein Sandler LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 26, 2020 relating to the financial statements, which is incorporated by reference in Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-235399) of Celldex Therapeutics, Inc. We also consent to the reference to us under the heading "Experts" in Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-235399) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
Boston, MA
June 15, 2020
