

**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): **June 13, 2024**

**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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.001	CLDX	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

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 pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 13, 2024 at the 2024 Annual Meeting of Stockholders (the “Annual Meeting”) of Celldex Therapeutics, Inc. (the “Company”), the Company’s stockholders approved an amendment (the “Plan Amendment”) to the Company’s 2021 Omnibus Equity Incentive Plan (the “2021 Plan”) (i) increasing the number of shares available for issuance under the 2021 Plan by 3,200,000 shares and (ii) increasing the non-employee director award limitation. The Plan Amendment became effective following its approval by the Company’s stockholders.

The foregoing description of the Plan Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 13, 2024, at the Annual Meeting, the stockholders voted on the four proposals listed below. The proposals are described in detail in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on April 25, 2024 (the “Proxy Statement”). The final results for the votes regarding each proposal are set forth below.

1. The stockholders elected the following individuals to serve on the Company’s board of directors until the annual meeting of stockholders to be held in 2025. The tabulation of votes with respect to the election of such directors was as follows:

Nominees	For	Against	Abstain	Broker Non-Votes
Karen L. Shoos (Chair of the Board)	54,662,615	791,355	113,213	2,522,112
Anthony S. Marucci (Chief Executive Officer)	54,704,706	749,690	112,787	2,522,112
Keith L. Brownlie	54,774,708	679,666	112,809	2,522,112
Cheryl L. Cohen	54,830,898	622,096	114,189	2,522,112
Herbert J. Conrad	53,985,260	1,469,124	112,799	2,522,112
Rita I. Jain, M.D.	54,826,340	627,680	113,163	2,522,112
James J. Marino	54,670,676	783,775	112,732	2,522,112
Garry A. Neil, M.D.	54,807,327	645,682	114,174	2,522,112
Harry H. Penner, Jr.	54,658,404	795,521	113,258	2,522,112

2. The stockholders approved the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024. The tabulation of votes with respect to this proposal was as follows:

For	Against	Abstain
57,840,728	122,376	126,191

3. The stockholders approved an amendment to our 2021 Omnibus Equity Incentive Plan, including an increase in the number of the shares reserved for issuance thereunder by 3,200,000 shares to 7,500,000 shares. The tabulation of votes with respect to this proposal was as follows:

For	Against	Abstain	Broker Non-Votes
53,889,397	1,561,316	116,470	2,522,112

4. The stockholders voted to approve, on an advisory, non-binding basis, the compensation for the Company’s named executive officers as disclosed in the Proxy Statement. The tabulation of votes with respect to this proposal was as follows:

For	Against	Abstain	Broker Non-Votes
54,182,916	945,004	439,263	2,522,112

**Item 9.01. Financial Statements and Exhibits.**

Exhibit No. Description

[10.1](#) [Amendment No. 2 to Celldex Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan](#)  
104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

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.**

Dated: June 14, 2024

By: /s/ Sam Martin

Name: Sam Martin

Title: Senior Vice President and Chief Financial Officer

**AMENDMENT No. 2 TO  
CELLEX THERAPEUTICS, INC.  
2021 OMNIBUS EQUITY INCENTIVE PLAN**

**Dated: April 12, 2024**

This Amendment amends the Celldex Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan (the “Plan”). All capitalized terms not defined herein shall have the meanings set forth in the Plan.

**R E C I T A L S**

WHEREAS, Section 17.2 of the Plan reserves to the Board of Directors (“Board”) of Celldex Therapeutics, Inc. (the “Company”) the right to amend the Plan from time to time; and

WHEREAS, the Board desires to amend the Plan to increase the number of shares available for awards under the plan by 3,200,000 shares in the manner hereinafter provided subject to approval by the Company’s stockholders; and

WHEREAS, the Board desires to amend the Plan to increase the limitation on outside director compensation under the Plan in the manner hereinafter provided.

NOW THEREFORE, the Plan is hereby amended as follows:

*1. Amendment to Plan Share Limitation.*

Section 4.1(a) of the Plan is amended and restated in its entirety as follows:

“(a) Subject to adjustment pursuant to Section 4.3 and any other applicable provisions hereof, the maximum aggregate number of shares of Common Stock which may be issued under all Awards granted to Participants under the Plan shall be (i) 7,500,000 shares plus (ii) such number of unused shares of Common Stock reserved under the Prior Plan as of the Effective Date, which unused reserve shall be rolled into this Plan (subsections (i) and (ii) together, the “Share Reserve”); all of which shares may, but need not, be issued in respect of Incentive Stock Options. In addition, there shall be rolled into this Plan and added to the Share Reserve (but not issued in respect of Incentive Stock Options) such number of shares of Common Stock subject to outstanding grants or awards under the Prior Plan as of the Effective Date which are thereafter forfeited, cancelled or otherwise lapse in accordance with the provisions of Section 4.1(b).”

*2. Amendment to Outside Director Limitation.*

Section 4.2 of the Plan is amended and restated in its entirety as follows:

4.2 Outside Director Limitation. The grant date fair value (determined as of the grant date in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, or any successor thereto) of Awards granted under the Plan to any Outside Director during any calendar year shall not exceed \$750,000 (inclusive of any cash awards to an Outside Director for such year that are not made pursuant to the Plan); provided that in the case of a new Outside Director, such amount shall be increased to \$1,200,000 for the initial year of the Outside Director’s term.

*3. No Other Changes.* Except as set forth herein, the Plan shall remain in full force and effect without modification.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Company, has executed this Amendment as of the date first above written as evidence of its adoption by the Company.

**CELLEX THERAPEUTICS, INC.**

By: /s/ Sam Martin

Name: Sam Martin

Title: Senior Vice President and Chief Financial Officer

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