

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>			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) _____ <b>X</b> _____ <b>SVP AND CFO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/11/2022</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person Form filed by More than One Reporting Person	
C/O CELLDX THERAPEUTICS, INC. 53 FRONTAGE ROAD, SUITE 220			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>HAMPTON NJ 08827</u>						
(City) (State) (Zip)						

**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	08/11/2022		M		2,453	A	\$9.0165	26,831	D	
Common Stock	08/11/2022		S		2,453	D	\$37.0389 <sup>(1)</sup>	24,378	D	
Common Stock	08/12/2022		M		3,876	A	\$9.0165	28,254	D	
Common Stock	08/12/2022		M		13,671	A	\$2.78	41,925	D	
Common Stock	08/12/2022		S		14,261	D	\$36.7649 <sup>(2)</sup>	27,664	D	
Common Stock	08/12/2022		S		2,065	D	\$35.3766 <sup>(3)</sup>	25,599	D	
Common Stock	08/12/2022		S		1,221	D	\$34.6206 <sup>(4)</sup>	24,378	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (Right to Buy)	\$9.0165	08/11/2022		M		2,453	(5)	06/13/2028	Common Stock	2,453	\$0	7,077	D	
Incentive Stock Option (Right to Buy)	\$9.0165	08/12/2022		M		3,876	(5)	06/13/2028	Common Stock	3,876	\$0	3,201	D	
Incentive Stock Option (Right to Buy)	\$2.78	08/12/2022		M		13,671	(6)	06/19/2029	Common Stock	13,671	\$0	10,750	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.00 to \$37.26 per share, inclusive. The reporting person undertakes to provide to Celldex Therapeutics, Inc., any security holder of Celldex Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.24 to \$37.23 per share, inclusive. The reporting person undertakes to provide to Celldex Therapeutics, Inc., any security holder of Celldex Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.88 to \$35.82 per share, inclusive. The reporting person undertakes to provide to Celldex Therapeutics, Inc., any security holder of Celldex Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.31 to \$34.81 per share, inclusive. The reporting person undertakes to provide to Celldex Therapeutics, Inc., any security holder of Celldex Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- As of June 13, 2022, the option is fully vested.
- 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  
Bates Martin

08/15/2022

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.**