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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_)**

**CELLDEX THERAPEUTICS, INC.**

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(Name of Issuer)

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Common Stock  
(Title of Class of Securities)

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15117B103  
(CUSIP Number)

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December 31, 2008  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1.</b>	NAME OF REPORTING PERSON S..S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Apax Partners Europe Managers, Ltd. EIN No.:		
<b>2.</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>		
<b>3.</b>	SEC USE ONLY		
<b>4.</b>	England		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5.</b>	SOLE VOTING POWER  1,384,663	
	<b>6.</b>	SHARED VOTING POWER  0	
	<b>7.</b>	SOLE DISPOSITIVE POWER  1,384,663	
	<b>8.</b>	SHARED DISPOSITIVE POWER  0	
<b>9.</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,384,663		
<b>10.</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>		
<b>11.</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  8.75%		
<b>12.</b>	TYPE OF REPORTING PERSON  CO		

<b>1.</b>	NAME OF REPORTING PERSON S..S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Apax Europe V GP Co. Limited EIN No.:	
<b>2.</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
<b>3.</b>	SEC USE ONLY	
<b>4.</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Guernsey	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5.</b>	SOLE VOTING POWER  1,384,663
	<b>6.</b>	SHARED VOTING POWER  0
	<b>7.</b>	SOLE DISPOSITIVE POWER  1,384,663
	<b>8.</b>	SHARED DISPOSITIVE POWER  0
<b>9.</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,384,663	
<b>10.</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>11.</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  8.75%	
<b>12.</b>	TYPE OF REPORTING PERSON  CO	

## TABLE OF CONTENTS

[Item 1\(a\). Name of Issuer.](#)  
[Item 1\(b\). Address of Issuer's Principal Executive Offices.](#)  
[Item 2\(a\). Name of Person Filing.](#)  
[Item 2\(b\). Address of Principal Business Office or, if none, Residence](#)  
[Item 2\(c\). Citizenship.](#)  
[Item 2\(d\). Title of Class of Securities.](#)  
[Item 2\(e\). CUSIP Number.](#)  
[Item 3 If this statement is filed pursuant to Rules 13d-1\(b\) or 13d-2\(b\) or \(c\), check whether the person filing is a:](#)  
[Item 4. Ownership.](#)  
[Item 4\(a\). Amount beneficially owned.](#)  
[4\(b\). Percent of Class.](#)  
[4\(c\). Number of shares as to which such person has:](#)  
[Item 5 Ownership of Five Percent or less of a Class.](#)  
[Item 6 Ownership of more than Five Percent on behalf of another person.](#)  
[Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being reported on by the Parent Holding Company.](#)  
[Item 8. Identification and Classification of Members of the Group.](#)  
[Item 9. Notice of Dissolution of Group.](#)  
[Item 10. Certifications.](#)  
[SIGNATURE](#)  
[EXHIBIT A](#)

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## [Table of Contents](#)

### Item 1(a). **Name of Issuer.**

Celldex Therapeutics, Inc.

### Item 1(b). **Address of Issuer's Principal Executive Offices.**

119 Fourth Avenue  
Needham, MA 02494-2725

### Item 2(a). **Name of Person Filing.**

This statement is being filed on behalf of Apax Partners Europe Managers, Ltd. ("Apax Managers Europe") and Apax Europe V GP Co Limited

### Item 2(b). **Address of Principal Business Office or, if none, Residence**

The principal business address of Apax Managers Europe is 33 Jermyn Street, London, SW1Y 6DN. The principal business address of Apax Europe V GP Co. Limited is Third Floor, Royal Bank Place, 1 Glatigny Esplanade, St Peter Port, Guernsey GY1 2HJ

### Item 2(c). **Citizenship.**

Apax Europe Managers is a company organized under the laws of England & Wales. Apax Europe V GP Co. Limited is a Guernsey company.

### Item 2(d). **Title of Class of Securities.**

Common stock.

### Item 2(e). **CUSIP Number.**

15117B103

### Item 3 **If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

- (a).  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b).  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c).  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d).  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e).  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f).  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g).  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h).  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i).  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j).  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not applicable

### Item 4. **Ownership.**

#### Item 4(a). **Amount beneficially owned.**

1,384,663

#### 4(b). **Percent of Class.**

8.75%

[Table of Contents](#)

4(c). **Number of shares as to which such person has:**

(i) sole power to vote or to direct the vote:	1,384,663
(ii) shared power to vote or to direct the vote:	0
(iii) sole power to dispose or to direct the disposition of:	1,384,663
(iv) shared power to dispose or to direct the disposition of:	0

\*See Exhibit A

Item 5 **Ownership of Five Percent or less of a Class.**

If this statement is being filed to report the fact as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6 **Ownership of more than Five Percent on behalf of another person.**

Not applicable.

Item 7. **Identification and Classification of the Subsidiary which Acquired the Security Being reported on by the Parent Holding Company.**

Not applicable.

Item 8. **Identification and Classification of Members of the Group.**

See Exhibit A.

Item 9. **Notice of Dissolution of Group.**

Not applicable.

Item 10. **Certifications.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

APAX PARTNERS EUROPE MANAGERS LTD.

By: /S/ Paul Fitzsimons  
Name: Paul Fitzsimons  
Title: Director

By: /S/ Andrew Sillitoe  
Name: Andrew Sillitoe  
Title: Director

APAX EUROPE V GP CO. Limited

By: /S/ Andrew Guille

Name: Andrew Guille

Title: Director

Dated: May 26, 2009

Page 6 of 7 Pages



Exhibit A:

Apax Managers Europe is the discretionary investment manager of the Europe V Funds (as defined below). Apax Europe V GP Co Limited is the general partner of Apax Europe V GP, L.P., a Delaware limited partnership (the "General Partner of the Europe V Funds"). The General Partner of the Europe V Funds is the general partner of certain private equity funds, including: (i) Apax Europe V-A, L.P., a Delaware limited partnership ("Europe V-A"), (ii) Apax Europe V-B, L.P., an English limited partnership ("Europe V-B"), (iii) Apax Europe V-C GmbH & Co. KG, a German limited partnership ("Europe V-C"), (iv) Apax Europe V-D, L.P., an English limited partnership ("Europe V-D"), (v) Apax Europe V-E, L.P., an English limited partnership ("Europe V-E"), (vi) Apax Europe V-F, C.V., a Dutch limited partnership ("Europe V-F"), (vii) Apax Europe V-G, C.V., a Dutch limited partnership ("Europe V-G"), (viii) Apax Europe V-1, L.P., an English limited partnership ("Europe V-1"), and (ix) Apax Europe V-2, L.P., an English limited partnership ("Europe V-2" and, together with Europe V-A, Europe V-B, Europe V-C, Europe V-D, Europe V-E, Europe V-F, Europe V-G and Europe V-1, the "Europe V Funds"). Apax Europe Managers owns all of the issued share capital of APAX WW Nominees Ltd. ("Apax WW Nominees"), a corporation organized under the laws of England & Wales. Apax WW Nominees is the registered owner of 1,384,663 shares of the common stock of Celldex Therapeutics, Inc. These shares are beneficially owned by the Apax Europe V Funds as follows: Europe V-A: 865,465 shares (5.47%); Europe V-B: 155,670 shares (0.98%); Europe V-C: 88,500 shares (0.56%); Europe V-D: 116,638 shares (0.73%); Europe V-E: 116,167 shares (0.73%); Europe V-F: 20,435 shares (0.13%); Europe V-G: 20,435 shares (0.13%); Europe V-1: 661 shares (0.01%); and Europe V-2: 692 shares (0.01%).

Therefore, Apax Managers Europe and Apax Europe V GP Co. Limited each has sole dispositive power with respect to, and is the beneficial owner of, an aggregate of 1,384,663 shares of the common stock of Celldex Therapeutics, Inc. nominally owned by Apax WW Nominees and beneficially owned by the Europe V Funds as indicated above.