

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

CELLEX THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

13-3191702
(I.R.S. Employer Identification No.)

**119 FOURTH AVENUE
NEEDHAM, MASSACHUSETTS 02494
(781) 433-0771**
(Address of Principal Executive Offices)

CURAGEN CORPORATION 2007 STOCK INCENTIVE PLAN*
(Full Title of the Plans)

* See explanatory note on following page

Anthony S. Marucci
President and Chief Executive Officer
Celldex Therapeutics, Inc.
119 Fourth Avenue
Needham, Massachusetts 02494
(781) 433-0771
(Name and Address of Agent For Service)

With copies to:

Anthony O. Pergola, Esq.
Ethan A. Skerry, Esq.
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500

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

Large accelerated filero

Accelerated filerx

Non-accelerated filero

Smaller Reporting Companyo

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.001 par value(1)	\$ 931,315 shares(1) (2)	\$ 5.535(3)	\$ 5,154,828.53(3)	\$ 287.64(4)

(1) This Registration Statement relates to 931,315 shares of Common Stock that may be issued upon the exercise of options issued under CuraGen's 2007 Stock Incentive Plan (the "2007 Stock Plan"), which options were assumed by Celldex Therapeutics, Inc. in connection with an Agreement and Plan of Merger, dated May 28, 2009, by and among the CuraGen Corporation, Cottrell Merger Sub, Inc. and Celldex Therapeutics, Inc.

(2) This Registration Statement also relates to such indeterminate number of additional shares of Common Stock as may be required pursuant to the 2007 Stock Plan in the event of a stock dividend, reverse stock split, split-up, recapitalization, forfeiture of stock under the plan or other similar event.

(3) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high and low sales prices on the Nasdaq Global Market on October 5, 2009, a date that is within five business days of which this Registration Statement is being filed.

(4) Reflects the product of (a) .0000558 multiplied by (b) the proposed maximum aggregate offering price for shares of Celldex common stock.

[Table of Contents](#)

TABLE OF CONTENTS

[PART I](#)

[PART II](#)

[Item 3. Incorporation of Documents by Reference](#)

[Item 4. Description of Securities](#)

[Item 5. Interests of Named Experts and Counsel](#)

[Item 6. Indemnification of Directors and Officers](#)

[Item 7. Exemption from Registration Claimed](#)

[Item 8. Exhibits](#)

[Item 9. Undertakings](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

EX-5.1

EX-23.1

EX-23.2

2

[Table of Contents](#)

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) Prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “**Securities Act**”) and the Introductory Note to Part I of Form S-8 but will be sent or given to employees participating in the 2007 Stock Plan as specified by Rule 428(b)(1) of the Securities Act.

EXPLANATORY NOTE:

This Registration Statement on Form S-8 is being filed by the registrant to register (i) 931,315 shares of Celldex Therapeutics, Inc. (the “**Company**”) Common Stock par value \$.001 per share (“**Common Stock**”) that may be issued upon the exercise of options issued under the 2007 Stock Plan, which options were assumed by the Company in connection with an Agreement and Plan of Merger, dated May 28, 2009, by and among the Company, Cottrell Merger Sub, Inc. and CuraGen Corporation.

3

[Table of Contents](#)

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. **Incorporation of Documents by Reference.**

The following documents, which have been filed with or furnished to the Securities and Exchange Commission (the “**Commission**”) by the registrant are incorporated herein by reference and made a part hereof:

- The registrant’s Annual Report on Form 10-K for the year ended December 31, 2008, filed on March 2, 2009.
- The registrant’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009, filed on May 8, 2009 and Period Ended June 30, 2009, filed August 8, 2009.
- The registrant’s Current Reports on Form 8-K filed with the Commission on May 5, 2009, May 29, 2009, June 6, 2009, August 5, 2009, September 4, 2009 and October 2, 2009 (in each case except to the extent furnished but not filed).
- The description of the Registrant’s Common Stock contained in its Registration Statement on Form 8-A, filed with the Commission on September 22, 1986 under Section 12 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and any amendments or reports filed for the purpose of updating such description.

All documents filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

The Company is a Delaware corporation. In accordance with the Delaware General Corporation Law (the “DGCL”), Article Six of the registrant’s Third Restated Certificate of Incorporation, as amended, provides that no director of the registrant shall be personally liable to the registrant or its stockholders for breach of fiduciary duty as a director, except for liability (i) for any breach of the director’s duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

The DGCL permits, but does not require, a corporation to indemnify its directors, officers, employees or agents and expressly provides that the indemnification provided for under the DGCL shall not be deemed exclusive of any indemnification right under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. The DGCL permits indemnification against expenses and certain other liabilities arising out of legal actions brought or threatened against such persons for their conduct on behalf of the corporation, provided that each such person acted in good faith and in a manner that he or she reasonably believed was in or not opposed to the corporation’s best interests and in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The DGCL does not allow indemnification of directors in the case of an action by or in the right of the corporation (including stockholder derivative suits) unless the directors successfully defend the action or indemnification is ordered by the court. The Amended and Restated Bylaws of the Company (the “Bylaws”) provide for indemnification to the directors, officers, employees and agents of the Company consistent with that authorized by the DGCL. Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors and officers of the Company pursuant to the foregoing provision or otherwise, the Company has been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Exchange Act of 1934, as amended, and is therefore, unenforceable.

The Company currently carries a directors’ and officers’ liability insurance policy which provides for payment of expenses of the Company’s directors and officers in connection with threatened, pending or completed actions, suits or proceedings against them in their capacities as directors and officers, in accordance with the Bylaws and the DGCL.

[Table of Contents](#)

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

For a list of exhibits, see the Exhibit Index in this Registration Statement, which is incorporated into this Item by reference.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that Paragraphs (a)(1)(i) and (a)(1)(ii) of this section shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of

the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser: each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness; *provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

[Table of Contents](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Needham, Commonwealth of Massachusetts, on this 9th day of October, 2009.

Celldex Therapeutics, Inc.

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ LARRY ELLBERGER</u> Larry Ellberger	Director	October 9, 2009
<u>/s/ KAREN SHOOS LIPTON</u> Karen Shoos Lipton	Director	October 9, 2009
<u>/s/ DR. RAJESH B. PAREKH</u> Dr. Rajesh B. Parekh	Director	October 9, 2009
<u>/s/ HARRY H. PENNER, JR.</u> Harry H. Penner, Jr.	Director	October 9, 2009
<u>/s/ CHARLES R. SCHALLER</u> Charles R. Schaller	Director	October 9, 2009
<u>/s/ TIMOTHY M. SHANNON, MD</u> Timothy M. Shannon	Director	October 9, 2009

EXHIBIT INDEX

No.	Description	Location
4.1	Agreement and Plan of Merger, dated as of May 28, 2009, by and among Celldex Therapeutics, Inc, Cottrell Merger Sub, Inc. and CuraGen Corporation.	Incorporated by reference to Exhibit 2.1 Celldex's Registration Statement on Form S-4 (Reg. N. 333-160257), filed June 26, 2009.
4.2	Third Restated Certificate of Incorporation of Celldex	Incorporated by reference to Exhibit 3.1 of Celldex's Registration Statement on Form S-4 (Reg. No. 333-59215), filed July 16, 1998
4.3	Certificate of Amendment of Third Restated Certificate of Incorporation of Celldex	Incorporated by reference to Exhibit 3.1 of Celldex's Registration Statement on Form S-4 (Reg. No. 333-59215), filed July 16, 1998
4.4	Second Certificate of Amendment of Third Restated Certificate of Incorporation of Celldex	Incorporated by reference to Exhibit 3.2 of Celldex's Registration Statement on Form S-4 (Reg. No. 333-59215), filed July 16, 1998
4.5	Third Certificate of Amendment of Third Restated Certificate of Incorporation of Celldex	Incorporated by reference to Exhibit 3.1 of Celldex's Quarterly Report on Form 10-Q, filed May 10, 2002
4.6	Amended and Restated By-Laws of Celldex as of March 14, 2007	Incorporated by reference to Exhibit 3.5 of Celldex's Annual Report on Form 10-K, filed March 18, 2008
4.7	Certificate of Designations, Preferences and Rights of a Series of Preferred Stock of AVANT Immunotherapeutics, Inc. classifying and designating the Series C-1 Junior Participating Cumulative Preferred Stock	Incorporated by reference to Exhibit 3.1 of AVANT's Registration Statement on Form 8-A filed November 8, 2004
4.8	Certificate of Elimination of Series C-1 Junior Participating Cumulative Preferred Stock	Incorporated by reference to Exhibit 3.6 of Celldex's Annual Report on Form 10-K, filed March 16, 2005
4.9	Fourth Certificate of Amendment of Third Restated Certificate of Incorporation of Celldex	Incorporated by reference to Exhibit 3.1 of Celldex's Current Report on Form 8-K filed on March 11, 2008
4.10	Fifth Certificate of Amendment of Third Restated Certificate of Incorporation of Celldex	Incorporated by reference to Exhibit 3.2 of Celldex's Current Report on Form 8-K filed on March 11, 2008
4.11	Shareholder Rights Agreement dated November 5, 2004 between Celldex and EquiServe Trust Company, N.A. as Rights Agent	Incorporated by reference to Exhibit 4.1 of Celldex's Registration Statement on Form 8-A filed November 8, 2004
4.12	Amendment No. 1 to Shareholder Rights Agreement dated October 19, 2007 between Celldex and Computershare Trust Company, N.A. (formerly EquiServe Trust Company, N.A.) as Rights Agent	Incorporated by reference to Exhibit 10.1 of Celldex's Registration Statement on Form 8-A/A filed October 22, 2007
4.13	Amendment No. 2 to Shareholder Rights Agreement dated March 7, 2008, between Celldex and Computershare Trust Company, N.A. (formerly EquiServe Trust Company, N.A.), as Rights Agent.	Incorporated by reference to Exhibit 10.1 of Celldex Registration Statement on Form 8-A12G/A filed on March 7, 2008.

5.1	Opinion of Lowenstein Sandler PC as to the legality of the securities being registered	Filed herewith
10.2	CuraGen Corporation 2007 Stock Plan	Incorporated by reference to Exhibit 10.1 of CuraGen's Quarterly Report of Form 10-Q filed on August 7, 2008.
23.1	Consent of PricewaterhouseCoopers LLP, Registered Independent Public Accounting Firm of Celldex Therapeutics, Inc.	Filed herewith
23.2	Consent of Ernst & Young LLP, Registered Independent Public Accounting Firm of Celldex Therapeutics, Inc.	Filed herewith
23.3	Consent of Lowenstein Sandler PC	Included in Exhibit 5.1 hereto

[Lowenstein Sandler Letterhead]

October 9, 2009

Celldex Therapeutics, Inc.
119 Fourth Avenue
Needham, Massachusetts 02494

Re: **Securities Being Registered under Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Celldex Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with a Registration Statement on Form S-8 (the "**Registration Statement**") pursuant to the Securities Act of 1933, as amended (the "**Securities Act**"), relating to the registration of the offering by the Company of up to 931,315 shares (the "**Shares**") of the Company's Common Stock, \$0.001 par value per share, which may be issued pursuant to CuraGen Corporation's ("**CuraGen**") 2007 Stock Incentive Plan (the "**2007 Stock Plan**"), which options were assumed by the Company in connection with the merger of Cottrell Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of the Company with and into CuraGen pursuant to an Agreement and Plan of Merger, dated May 28, 2009 (the "**Merger Agreement**").

In rendering the opinion below, we have examined the Registration Statement and the 2007 Stock Plan. We have also reviewed the originals, or duplicates or certified or conformed copies of such corporate records and documents and made such examination of law as we have deemed appropriate to give the opinion expressed below. 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. As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on.

The opinion expressed below is limited to the Delaware General Corporation Law.

Based upon, subject to and limited by the foregoing, we are of the opinion that the Shares have been duly and validly authorized and, when issued and sold in the manner contemplated by the Registration Statement and the 2007 Stock Plan, will be validly issued, fully paid and non assessable.

This opinion letter has been prepared for your use in connection with the Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this 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 PC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 2, 2009 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Celldex Therapeutics, Inc.'s (formerly AVANT Immunotherapeutics, Inc.) Annual Report on Form 10-K for the year ended December 31, 2008.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
October 9, 2009

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the financial statements of Celldex Therapeutics, Inc. of our report dated May 7, 2008, with respect to the consolidated financial statements Celldex Therapeutics, Inc. and Subsidiary, included in the 2008 Annual Report to Shareholders of Celldex Therapeutics, Inc., filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Metro Park, New Jersey
October 9, 2009
