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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2021

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 000-15006

CELLDEX THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**No. 13-3191702**
(State or other jurisdiction of incorporation or organization)	(I.R.S. 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)

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 (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. (Check one):

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒	Smaller reporting company ☒
	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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of April 30, 2021, 39,614,638 shares of common stock, $.001 par value per share, were outstanding.

CELLDEX THERAPEUTICS, INC.

FORM 10-Q

For the Quarterly Period Ended March 31, 2021

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PART I — FINANCIAL INFORMATION
Item 1. Unaudited Financial Statements

CELLDEX THERAPEUTICS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In thousands, except share and per share amounts)

	March 31, 2021	December 31, 2020
Assets		
Current assets:		
Cash and cash equivalents	$ 69,313	$ 43,836
Marketable securities	106,770	150,586
Accounts and other receivables	1,828	1,802
Prepaid and other current assets	3,588	1,619
Total current assets	181,499	197,843
Property and equipment, net	3,747	3,815
Operating lease right-of-use assets, net	3,088	3,449
Intangible assets, net	30,690	30,690
Other assets	41	41
Total assets	$ 219,065	$ 235,838
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 997	$ 1,048
Accrued expenses	7,023	8,459
Current portion of operating lease liabilities	1,372	1,327
Current portion of other long-term liabilities	7,585	3,372
Total current liabilities	16,977	14,206
Long-term portion of operating lease liabilities	1,764	2,154
Other long-term liabilities	6,158	10,121
Total liabilities	24,899	26,481
Commitments and contingent liabilities		
Stockholders' equity:		
Convertible preferred stock, $.01 par value; 3,000,000 shares authorized; no shares issued and outstanding at March 31, 2021 and December 31, 2020	—	—
Common stock, $.001 par value; 297,000,000 shares authorized; 39,614,638 and 39,603,771 shares issued and outstanding at March 31, 2021 and December 31, 2020, respectively	40	40
Additional paid-in capital	1,281,173	1,279,824
Accumulated other comprehensive income	2,587	2,589
Accumulated deficit	(1,089,634)	(1,073,096)
Total stockholders' equity	194,166	209,357
Total liabilities and stockholders' equity	$ 219,065	$ 235,838

See accompanying notes to unaudited condensed consolidated financial statements

CELLDEX THERAPEUTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

(In thousands, except per share amounts)

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Revenues:		
Product development and licensing agreements	$ 3	$ 2,286
Contracts and grants	682	442
Total revenues	685	2,728
Operating expenses:		
Research and development	12,720	11,695
General and administrative	4,121	3,666
Loss on fair value remeasurement of contingent consideration	483	234
Total operating expenses	17,324	15,595
Operating loss	(16,639)	(12,867)
Investment and other income, net	101	242
Net loss	$ (16,538)	$ (12,625)
Basic and diluted net loss per common share	$ (0.42)	$ (0.73)
Shares used in calculating basic and diluted net loss per share	39,614	17,406
Comprehensive loss:		
Net loss	$ (16,538)	$ (12,625)
Other comprehensive income (loss):		
Unrealized loss on marketable securities	(2)	(22)
Comprehensive loss	$ (16,540)	$ (12,647)

See accompanying notes to unaudited condensed consolidated financial statements

CELLDEX THERAPEUTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW
(Unaudited)

(In thousands)

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Cash flows from operating activities:		
Net loss	$ (16,538)	$ (12,625)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	775	1,165
Amortization and premium of marketable securities, net	(48)	(63)
Gain on sale or disposal of assets	(24)	—
Loss on fair value remeasurement of contingent consideration	483	234
Stock-based compensation expense	1,275	687
Changes in operating assets and liabilities:		
Accounts and other receivables	(26)	(93)
Prepaid and other current assets	(2,137)	206
Accounts payable and accrued expenses	(1,266)	(853)
Other liabilities	(578)	(768)
Net cash used in operating activities	(18,084)	(12,110)
Cash flows from investing activities:		
Sales and maturities of marketable securities	78,000	22,200
Purchases of marketable securities	(33,970)	—
Acquisition of property and equipment	(567)	(235)
Proceeds from sale or disposal of assets	24	—
Net cash provided by investing activities	43,487	21,965
Cash flows from financing activities:		
Net proceeds from stock issuances	—	1,613
Proceeds from issuance of stock from employee benefit plans	74	24
Net cash provided by financing activities	74	1,637
Net increase in cash and cash equivalents	25,477	11,492
Cash and cash equivalents at beginning of period	43,836	11,232
Cash and cash equivalents at end of period	$ 69,313	$ 22,724
Non-cash investing activities		
Accrued construction in progress	$ —	$ 462

See accompanying notes to unaudited condensed consolidated financial statements

(1) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared by Celldex Therapeutics, Inc. (the "Company" or "Celldex") in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and reflect the operations of the Company and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.

These interim financial statements do not include all the information and footnotes required by U.S. GAAP for annual financial statements and should be read in conjunction with the audited financial statements for the year ended December 31, 2020, which are included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 29, 2021. In the opinion of management, the interim financial statements reflect all normal recurring adjustments necessary to fairly state the Company's financial position and results of operations for the interim periods presented. The year-end condensed balance sheet data presented for comparative purposes was derived from audited financial statements but does not include all disclosures required by U.S. GAAP.

The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for any future interim period or the fiscal year ending December 31, 2021.

At March 31, 2021, the Company had cash, cash equivalents and marketable securities of $176.1 million. The Company has had recurring losses and incurred a loss of $16.5 million for the three months ended March 31, 2021. Net cash used in operations for the three months ended March 31, 2021 was $18.1 million. The Company believes that the cash, cash equivalents and marketable securities at the filing date of this Form 10-Q will be sufficient to meet estimated working capital requirements and fund planned operations for at least the next twelve months from the date of issuance of these financial statements.

During the next twelve months and beyond, the Company may take further steps to raise additional capital to meet its long-term liquidity needs including, but not limited to, one or more of the following: the licensing of drug candidates with existing or new collaborative partners, possible business combinations, issuance of debt, or the issuance of common stock or other securities via private placements or public offerings. Although the Company has been successful in raising capital in the past, there can be no assurance that additional financing will be available on acceptable terms, if at all, and the Company's negotiating position in capital-raising efforts may worsen as existing resources are used. There is also no assurance that the Company will be able to enter into further collaborative relationships. Additional equity financings may be dilutive to the Company's stockholders; debt financing, if available, may involve significant cash payment obligations and covenants that restrict the Company's ability to operate as a business; and licensing or strategic collaborations may result in royalties or other terms which reduce the Company's economic potential from products under development. The Company's ability to continue funding its planned operations beyond twelve months from the issuance date is also dependent on the timing and manner of payment of contingent milestones from the Kolltan acquisition, in the event that the Company achieves the drug candidate milestones related to those payments. The Company, at its option, may decide to pay those milestone payments in cash, shares of its common stock or a combination thereof. If the Company is unable to raise the funds necessary to meet its long-term liquidity needs, it may have to delay or discontinue the development of one or more programs, discontinue or delay ongoing or anticipated clinical trials, license out programs earlier than expected, raise funds at a significant discount or on other unfavorable terms, if at all, or sell all or a part of the Company.

In December 2019, a novel strain of coronavirus, now referred to as COVID-19, surfaced in Wuhan, China. The virus continues to spread globally, has been declared a pandemic by the World Health Organization and has spread to hundreds of countries, including the United States. The impact of this pandemic has been and will likely continue to be extensive in many aspects of society, which has resulted in and will likely continue to result in significant disruptions to the global economy, as well as businesses and capital markets around the world. In an effort to halt the outbreak of COVID-19, various states, including New Jersey, Massachusetts and Connecticut, where the Company has office, research and manufacturing facilities, have placed significant restrictions on travel and many businesses have announced extended closures which could adversely impact our operations. To date, the Company has not experienced significant delays or disruptions in planned and ongoing preclinical and clinical trials, manufacturing or shipping. Potential impacts to our business include delays in planned and ongoing preclinical and clinical trials including enrollment of patients, disruptions in time and resources provided by independent clinical investigators, contract research organizations, and other third-party service providers, temporary closures of our facilities, disruptions or restrictions on our employees' ability to travel, and delays in manufacturing and/or shipments to and from third party suppliers and contract manufacturers for APIs and drug product. Any prolonged negative impacts to our business could materially impact our operating results and could lead to impairments of our Intangible (IPR&D) assets with a carrying value of $30.7 million at March 31, 2021.

(2) Significant Accounting Policies

The significant accounting policies used in preparation of these condensed consolidated financial statements on Form 10-Q for the three months ended March 31, 2021 are consistent with those discussed in Note 2 to the financial statements in our Annual Report on Form 10-K for the year ended December 31, 2020.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on the Company's consolidated financial statements upon adoption.

In June 2016, the FASB issued guidance on the Measurement of Credit Losses on Financial Instruments. The guidance requires that credit losses be reported using an expected losses model rather than the incurred losses model that is currently used, and establishes additional disclosures related to credit risks. For available-for-sale debt securities with unrealized losses, the standard now requires allowances to be recorded instead of reducing the amortized cost of the investment. This standard will be effective for the Company on January 1, 2023. We are currently evaluating the potential impact that this standard may have on the Company's consolidated financial statements and related disclosures.

(3) Fair Value Measurements

The following tables set forth the Company's financial assets and liabilities subject to fair value measurements:

	As of March 31, 2021	Level 1	Level 2	Level 3
		(In thousands)		
Assets:				
Money market funds and cash equivalents	$ 63,946	—	$ 63,946	—
Marketable securities	106,770	—	106,770	—
	$ 170,716	—	$ 170,716	—
Liabilities:				
Kolltan acquisition contingent consideration	$ 8,750	—	—	$ 8,750
	$ 8,750	—	—	$ 8,750

	As of December 31, 2020	Level 1	Level 2	Level 3
		(In thousands)		
Assets:				
Money market funds and cash equivalents	$ 35,066	—	$ 35,066	—
Marketable securities	150,586	—	150,586	—
	$ 185,652	—	$ 185,652	—
Liabilities:				
Kolltan acquisition contingent consideration	$ 8,267	—	—	$ 8,267
	$ 8,267	—	—	$ 8,267

The Company's financial assets consist mainly of money market funds, cash equivalents and marketable securities and are classified as Level 2 within the valuation hierarchy. The Company values its marketable securities utilizing independent pricing services which normally derive security prices from recently reported trades for identical or similar securities, making adjustments based on significant observable transactions. At each balance sheet date, observable market inputs may include trade information, broker or dealer quotes, bids, offers or a combination of these data sources.

The following table reflects the activity for the Company's contingent consideration liabilities measured at fair value using Level 3 inputs for the three months ended March 31, 2021 (in thousands):

	Other Liabilities: Contingent Consideration
Balance at December 31, 2020	$ 8,267
Fair value adjustments included in operating expenses	483
Balance at March 31, 2021	$ 8,750

The valuation technique used to measure fair value of the Company's Level 3 liabilities, which consist of contingent consideration related to the acquisition of Kolltan in 2016, was primarily an income approach. The significant unobservable inputs used in the fair value measurement of the contingent consideration are estimates including probability of success, discount rates and amount of time until the conditions of the milestone payments are met. As of March 31, 2021, the weighted average discount rate used in calculating the fair value of contingent consideration was 6.6% (with a range of 6.2% to 8.1%) and the weighted average amount of time until the conditions of the milestone payments are met was 3 years.

During the three months ended March 31, 2021, the Company recorded a $0.5 million loss on fair value remeasurement of contingent consideration primarily due to changes in discount rates and the passage of time. During the three months ended March 31, 2020, the Company recorded a $0.2 million loss on fair value remeasurement of contingent consideration primarily due to the passage of time. The assumptions related to determining the fair value of contingent consideration include a significant amount of judgment, and any changes in the underlying estimates could have a material impact on the amount of contingent consideration adjustment recorded in any given period.

The Company did not have any transfers in or out of Level 3 assets or liabilities during the three months ended March 31, 2021.

(4) Marketable Securities

The following is a summary of marketable debt securities, classified as available-for-sale:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(In thousands)		
March 31, 2021				
Marketable securities				
U.S. government and municipal obligations				
Maturing in one year or less	$ 16,338	$ 4	$ —	$ 16,342
Maturing after one year through three years	8,178	2	—	8,180
Total U.S. government and municipal obligations	$ 24,516	$ 6	$ —	$ 24,522
Corporate debt securities				
Maturing in one year or less	$ 82,263	$ —	$ (15)	$ 82,248
Maturing after one year through three years	—	—	—	—
Total corporate debt securities	$ 82,263	$ —	$ (15)	$ 82,248
Total marketable securities	$ 106,779	$ 6	$ (15)	$ 106,770

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(In thousands)		
December 31, 2020				
Marketable securities				
U.S. government and municipal obligations				
Maturing in one year or less	$ 40,328	$ 3	$ (2)	$ 40,329
Maturing after one year through three years	—	—	—	—
Total U.S. government and municipal obligations	$ 40,328	$ 3	$ (2)	$ 40,329
Corporate debt securities				
Maturing in one year or less	$ 110,265	$ 2	$ (10)	$ 110,257
Maturing after one year through three years	—	—	—	—
Total corporate debt securities	$ 110,265	$ 2	$ (10)	$ 110,257
Total marketable securities	$ 150,593	$ 5	$ (12)	$ 150,586

The Company holds investment-grade marketable securities, and none were in a continuous unrealized loss position for more than twelve months as of March 31, 2021 and December 31, 2020. The unrealized losses are attributable to changes in interest rates and the Company does not believe any unrealized losses represent other-than-temporary impairments. Marketable securities include $0.4 million and $0.2 million in accrued interest at March 31, 2021 and December 31, 2020, respectively.

(5) Intangible Assets

At March 31, 2021 and December 31, 2020, the carrying value of the Company's indefinite-lived intangible assets was $30.7 million. Indefinite-lived intangible assets consist of acquired in-process research and development ("IPR&D") related to the development of the anti-KIT program (including CDX-0159) and the TAM program, a broad antibody discovery effort to generate antibodies that modulate the TAM family of RTKs, comprised of Tyro3, AXL and MerTK. CDX-0159 is in Phase 1 development and the TAM program is in preclinical development. As of March 31, 2021, none of the Company's IPR&D assets had reached technological feasibility nor did any have alternative future uses.

The Company performs an impairment test on IPR&D assets at least annually, or more frequently if events or changes in circumstances indicate that IPR&D assets may be impaired. As a result of the discontinuation of the CDX-3379 program in the second quarter of 2020, the Company concluded that the CDX-3379 IPR&D asset was fully impaired and a non-cash impairment charge of $3.5 million was recorded in the second quarter of 2020. As a result of a change in the projected development and regulatory timeline related to the TAM program in the fourth quarter of 2020, the Company concluded that the TAM IPR&D asset was partially impaired and a non-cash impairment charge of $14.5 million was recorded in the fourth quarter of 2020. Due to the nature of IPR&D projects, the Company may experience future delays or failures to obtain regulatory approvals to conduct clinical trials, failures of such clinical trials or other failures to achieve a commercially viable product, and as a result, may recognize further impairment losses in the future.

(6) Other Long-Term Liabilities

Other long-term liabilities include the following:

	March 31, 2021	December 31, 2020
	(In thousands)	
Net deferred tax liabilities related to IPR&D (Note 11)	$ 1,840	$ 1,840
Contingent milestones (Note 3)	8,750	8,267
Deferred revenue (Note 10)	3,153	3,386
Total	13,743	13,493
Less current portion	(7,585)	(3,372)
Long-term portion	$ 6,158	$ 10,121

(7) Stockholders' Equity

In May 2016, the Company entered into a controlled equity offering sales agreement with Cantor Fitzgerald & Co. ("Cantor") to allow the Company to issue and sell shares of its common stock from time to time through Cantor, acting as agent. At March 31, 2021, the Company had $50.0 million remaining in aggregate gross offering price available under the Company's November 2020 prospectus.

The changes in Stockholders' Equity during the three months ended March 31, 2021 and 2020 are summarized below:

	Common Stock Shares	Common Stock Par Value	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
			(In thousands, except share amounts)			
Consolidated balance at December 31, 2020	39,603,771	$ 40	$ 1,279,824	$ 2,589	$ (1,073,096)	$ 209,357
Shares issued under stock option and employee stock purchase plans	10,867	—	74	—	—	74
Stock-based compensation	—	—	1,275	—	—	1,275
Unrealized loss on marketable securities	—	—	—	(2)	—	(2)
Net loss	—	—	—	—	(16,538)	(16,538)
Consolidated balance at March 31, 2021	39,614,638	$ 40	$ 1,281,173	$ 2,587	$ (1,089,634)	$ 194,166

	Common Stock Shares	Common Stock Par Value	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
			(In thousands, except share amounts)			
Consolidated balance at December 31, 2019	16,972,077	$ 17	$ 1,104,706	$ 2,619	$ (1,013,316)	$ 94,026
Shares issued under stock option and employee stock purchase plans	12,573	—	24	—	—	24
Shares issued in connection with at the market agreement	746,152	1	1,613	—	—	1,614
Stock-based compensation	—	—	686	—	—	686
Unrealized loss on marketable securities	—	—	—	(22)	—	(22)
Net loss	—	—	—	—	(12,625)	(12,625)
Consolidated balance at March 31, 2020	17,730,802	$ 18	$ 1,107,029	$ 2,597	$ (1,025,941)	$ 83,703

(8) Stock-Based Compensation

A summary of stock option activity for the three months ended March 31, 2021 is as follows:

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (In Years)
Options outstanding at December 31, 2020	3,042,229	$ 28.93	8.2
Granted	4,500	$ 19.66	
Exercised	—	$ —	
Canceled	(405)	$ 126.27	
Options outstanding at March 31, 2021	3,046,324	$ 28.90	8.0
Options vested and expected to vest at March 31, 2021	2,953,396	$ 29.53	8.0
Options exercisable at March 31, 2021	982,848	$ 71.05	6.1
Shares available for grant under the 2008 Plan	894,882		

The weighted average grant-date fair value of stock options granted during the three months ended March 31, 2021 was $15.20.

The aggregate intrinsic value of stock options vested and expected to vest at March 31, 2021 was $31.6 million. The aggregate intrinsic value of stock options exercisable at March 31, 2021 was $8.3 million. As of March 31, 2021, total compensation cost related to non-vested employee and non-employee director stock options not yet recognized was approximately $10.6 million, net of estimated forfeitures, which is expected to be recognized as expense over a weighted average period of 2.8 years.

Stock-based compensation expense for the three months ended March 31, 2021 and 2020 was recorded as follows:

	Three months ended March 31,	
	2021	2020
	(In thousands)	
Research and development	$ 661	$ 310
General and administrative	614	377
Total stock-based compensation expense	$ 1,275	$ 687

The fair values of employee and director stock options granted during the three months ended March 31, 2021 and 2020 were valued using the Black-Scholes option pricing model with the following assumptions:

	Three months ended March 31,	
	2021	2020
Expected stock price volatility	97 – 98%	91%
Expected option term	6.0 Years	6.0 Years
Risk-free interest rate	0.8 - 1.2%	0.6%
Expected dividend yield	None	None

(9) Accumulated Other Comprehensive Income

The changes in accumulated other comprehensive income, which is reported as a component of stockholders' equity, for the three months ended March 31, 2021 are summarized below:

	Unrealized Loss on Marketable Securities	Foreign Currency Items	Total
		(In thousands)	
Balance at December 31, 2020	$ (7)	$ 2,596	$ 2,589
Other comprehensive loss	(2)	—	(2)
Balance at March 31, 2021	$ (9)	$ 2,596	$ 2,587

No amounts were reclassified out of accumulated other comprehensive income during the three months ended March 31, 2021.

(10) Revenue

Product Development and Licensing Revenue

The Company's agreement with Rockefeller University, as amended, (the "Rockefeller Agreement") provides for the Company to perform manufacturing and development services for Rockefeller University for their portfolio of antibodies against HIV. This portfolio was licensed to Gilead Sciences in January 2020 from Rockefeller University ("Rockefeller Transaction"). Pursuant to the Rockefeller Agreement, the Company received an upfront payment of $1.8 million as a result of the Rockefeller Transaction which was recorded to revenue during the first quarter of 2020. The Company is eligible to receive additional payments from Rockefeller University if this portfolio progresses through clinical and commercial development.

Contract and Grants Revenue

The Company has entered into the Rockefeller Agreement and an agreement with Gilead Sciences pursuant to which the Company performs manufacturing and research and development services on a time-and-materials basis or at a negotiated fixed-price. The Company recognized $0.6 million and $0.4 million in revenue under these agreements during the three months ended March 31, 2021 and March 31, 2020, respectively.

During the third quarter of 2020, the Company was awarded a Small Business Innovation Research ("SBIR") grant from the National Institutes of Health (NIH) to support the Company's CDX-1140 and CDX-301 programs. The Company recognized $0.1 million in grant revenue under the award during the three months ended March 31, 2021.

Contract Assets and Liabilities

At March 31, 2021 and December 31, 2020, the Company's right to consideration under all contracts was considered unconditional, and as such, there were no recorded contract assets. At March 31, 2021, the Company had $3.2 million in contract liabilities recorded, which is expected to be recognized during the next 12 months as manufacturing and research and development services are performed. At December 31, 2020, the Company had $3.4 million in contract liabilities recorded. Revenue recognized from contract liabilities as of December 31, 2020 during the three months ended March 31, 2021 was $0.4 million.

(11) Income Taxes

The Company has evaluated the positive and negative evidence bearing upon the realizability of its net deferred tax assets and considered its history of losses, ultimately concluding that it is "more likely than not" that the Company will not recognize the benefits of federal, state and foreign deferred tax assets and, as such, has maintained a full valuation allowance on its deferred tax assets as of March 31, 2021 and December 31, 2020.

The net deferred tax liability of $1.8 million at March 31, 2021 and December 31, 2020 relates to the temporary differences associated with the IPR&D intangible assets acquired in previous business combinations and is not deductible for tax purposes. A $0.2 million non-cash income tax benefit was recorded during the second quarter of 2020 related to the impairment of the CDX-3379 IPR&D asset and a $0.9 million non-cash income tax benefit was recorded during the fourth quarter of 2020 related to the partial impairment of the TAM program IPR&D asset.

Massachusetts, New Jersey, New York and Connecticut are the jurisdictions in which the Company primarily operates or has operated and has income tax nexus. The Company is not currently under examination by these or any other jurisdictions for any tax year.

(12) Net Loss Per Share

Basic net loss per common share is based upon the weighted-average number of common shares outstanding during the period, excluding restricted stock that has been issued but is not yet vested. Diluted net loss per common share is based upon the weighted-average number of common shares outstanding during the period plus additional weighted-average potentially dilutive common shares outstanding during the period when the effect is dilutive. In periods in which the Company reports a net loss, there is no difference between basic and diluted net loss per share because dilutive shares of common stock are not assumed to have been issued as their effect is anti-dilutive. The potentially dilutive common shares that have not been included in the net loss per common share calculations because the effect would have been anti-dilutive are as follows:

	Three Months Ended March 31,	
	2021	**2020**
Stock Options	3,046,324	1,658,141
Restricted Stock	—	1,110
	3,046,324	1,659,251

(13) Kolltan Acquisition

On November 29, 2016, the Company acquired all of the share and debt interests of Kolltan Pharmaceuticals, Inc. ("Kolltan"), a clinical-stage biopharmaceutical company, in exchange for 1,217,200 shares of the Company's common stock plus contingent consideration in the form of development, regulatory approval and sales-based milestones ("Kolltan Milestones") of up to $172.5 million. The Kolltan Milestone payments, if any, may be made, at Celldex's sole election, in cash, in shares of Celldex's common stock or a combination of both, subject to provisions of the Merger Agreement. Certain Kolltan Milestones related to the METRIC clinical study, TAM partnership closing within two years of the acquisition, CDX-3379 and CDX-0158 have been abandoned and, because of this, as of March 31, 2021, the Company believes that the adjusted amount we may be required to pay for future consideration is up to $107.5 million contingent upon the achievement of the Kolltan Milestones.

In October 2019, the Company received a letter from Shareholder Representative Services LLC ("SRS"), the hired representative of the former stockholders of Kolltan, notifying the Company that it objected to the Company's characterization of the development, regulatory approval and sales-based Kolltan Milestones relating to CDX-0158 as having been abandoned and contending instead that the related milestone payments are due from Celldex to the Kolltan stockholder. The Company disagrees with their objection and believes their objection to be without merit.

On August 18, 2020, Celldex filed a Verified Complaint in the Court of Chancery of the State of Delaware against SRS (acting in its capacity as the representative of the former stockholders of Kolltan pursuant to the Merger Agreement) seeking declaratory relief with respect to the rights and obligations of the parties relating to certain contingent milestone payments under the Merger Agreement relating to the discontinued CDX-0158 program. Specifically, Celldex sought the entry of an order declaring that:

(i) Celldex's determination to discontinue the development of CDX-0158 (formerly known as KTN0158) was proper and valid under the Merger Agreement;
(ii) the Milestone Abandonment Notice dated December 5, 2018 from Celldex was valid and effective under the Merger Agreement and that the "Successful Completion of Phase I Clinical Trial for KTN0158" Milestone has not been achieved and has properly been abandoned; and
(iii) under the Merger Agreement, the CDX-0159 program is not a program that results in milestone payments under the Merger Agreement.

In SRS' responsive Answer and Verified Counterclaim, SRS made claims of breach of contract with respect to the Merger Agreement, breach of implied covenant of good faith and fair dealing, declaratory relief, and unjust enrichment regarding abandonment of the CDX-0158 milestones, based in part on SRS' assertion that the CDX-0159 program is in essence an extension of the CDX-0158 (formerly KTN0158) program. The case remains ongoing and we are currently unable to predict or estimate the outcome of this matter. The case is currently scheduled for trial in 2022. The parties have agreed to non-binding mediation in May 2021 following SRS's approach to Celldex about its interest in settlement or mediation discussions.

Following the Company's discontinuation of the CDX-3379 program, the Company sent a milestone abandonment notice to SRS with respect to Kolltan Milestones related to the CDX-3379 program. In October 2020, the Company received notice that SRS has objected to that notice, seeking further information from the Company.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: This report on Form 10-Q contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions and future performance, and involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be forward-looking statements. You can identify these forward-looking statements through our use of words such as "may," "will," "can," "anticipate," "assume," "should," "indicate," "would," "believe," "contemplate," "expect," "seek," "estimate," "continue," "plan," "point to," "project," "predict," "could," "intend," "target," "potential" and other similar words and expressions of the future.

There are a number of important factors that could cause the actual results to differ materially from those expressed in any forward-looking statement made by us. These factors include, but are not limited to:

- our dependence on product candidates, which are still in an early development stage;
- our ability to successfully complete research and further development, including preclinical and clinical studies, and, if we obtain regulatory approval, commercialization of our drug candidates and the growth of the markets for those drug candidates;
- our anticipated timing for preclinical development, regulatory submissions, commencement and completion of clinical trials and product approvals;
- the impact of the COVID-19 pandemic on our business or on the economy generally;
- whether the COVID-19 pandemic will affect the timing of the completion of our planned and/or currently ongoing preclinical/clinical trials;
- our ability to negotiate strategic partnerships, where appropriate, for our drug candidates;
- our ability to manage multiple clinical trials for a variety of drug candidates at different stages of development;
- the cost, timing, scope and results of ongoing preclinical and clinical testing;
- our expectations of the attributes of our product and development candidates, including pharmaceutical properties, efficacy, safety and dosing regimens;
- the cost, timing and uncertainty of obtaining regulatory approvals for our drug candidates;
- the availability, cost, delivery and quality of clinical management services provided by our clinical research organization partners;
- the availability, cost, delivery and quality of clinical and commercial-grade materials produced by our own manufacturing facility or supplied by contract manufacturers, suppliers and partners;
- our ability to develop and commercialize products before competitors that are superior to the alternatives developed by such competitors;

- our ability to develop technological capabilities, including identification of novel and clinically important targets, exploiting our existing technology platforms to develop new drug candidates and expand our focus to broader markets for our existing targeted therapeutics;

- the cost of paying development, regulatory approval and sales-based milestones under the merger agreement by which we acquired Kolltan Pharmaceuticals, Inc. ("Kolltan"), and the cost, timing, and outcome of our declaratory judgment action against the Kolltan stockholder representative with respect to certain of those milestones;

- our ability to realize the anticipated benefits from the acquisition of Kolltan;

- our ability to raise sufficient capital to fund our preclinical and clinical studies and to meet our long-term liquidity needs, on terms acceptable to us, or at all. If we are unable to raise the funds necessary to meet our long-term liquidity needs, we may have to delay or discontinue the development of one or more programs, discontinue or delay ongoing or anticipated clinical trials, license out programs earlier than expected, raise funds at significant discount or on other unfavorable terms, if at all, or sell all or part of our business;

- our ability to protect our intellectual property rights and our ability to avoid intellectual property litigation, which can be costly and divert management time and attention;

- our ability to develop and commercialize products without infringing the intellectual property rights of third parties; and

- the risk factors set forth elsewhere in this quarterly report on Form 10-Q and the factors listed under the headings "Business," "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's annual report on Form 10-K for the year ended December 31, 2020 and other reports that we file with the Securities and Exchange Commission.

All forward-looking statements are expressly qualified in their entirety by this cautionary notice. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this report or the date of the document incorporated by reference into this report. We have no obligation, and expressly disclaim any obligation, to update, revise or correct any of the forward-looking statements, whether as a result of new information, future events or otherwise. We have expressed our expectations, beliefs and projections in good faith, and we believe they have a reasonable basis. However, we cannot assure you that our expectations, beliefs or projections will result or be achieved or accomplished.

OVERVIEW

We are a biopharmaceutical company dedicated to developing therapeutic monoclonal and bispecific antibodies that address diseases for which available treatments are inadequate. Our drug candidates include antibody-based therapeutics which have the ability to engage the human immune system and/or directly affect critical pathways to improve the lives of patients with inflammatory diseases and many forms of cancer.

We are focusing our efforts and resources on the continued research and development of:

- CDX-0159, a monoclonal antibody that specifically binds the KIT receptor and potently inhibits its activity, which completed a Phase 1a study in healthy subjects in summer 2020. We are studying CDX-0159 in mast cell driven diseases, including, initially, in urticarias and plan to initiate a study in prurigo nodularis in the fourth quarter of 2021. In October and December 2020 respectively, we announced that enrollment had opened and the first patients had been dosed in Phase 1b studies in chronic spontaneous urticaria (CSU) and chronic inducible urticaria (CIndU). Positive interim data to date from the Phase 1b study in CIndU were reported in late Q1 2021 in patients with cold contact urticaria and symptomatic dermographism and, based on these results, we announced that we are expanding this study to also include patients with cholinergic urticaria;

- CDX-1140, an agonist monoclonal antibody targeted to CD40, a key activator of immune response, currently being studied in a Phase1 study. Dose escalation was completed in a Phase 1 study in solid tumors and lymphoma and the recommended dose for further study was determined to be 1.5 mg/kg for both CDX-1140 monotherapy and in combination with CDX-301, our dendritic cell growth factor. We have initiated multiple expansion cohorts within the study, including a combination cohort with KEYTRUDA® (pembrolizumab) in patients refractory to PD1/PDL1 treatment and a combination cohort with standard of care chemotherapy in patients with untreated metastatic pancreatic cancer. We are exploring additional combination cohorts with mechanisms that we believe could be complementary or synergistic with CDX-1140; and

- CDX-527, a bispecific antibody that uses our proprietary highly active anti-PD-L1 and CD27 human antibodies to couple CD27 co-stimulation with blockade of the PD-L1/PD-1 pathway, for which we initiated a Phase 1 study in advanced solid tumors in August 2020.

We routinely work with external parties to collaboratively advance our drug candidates. In addition to Celldex-led studies, we also have an Investigator Initiated Research (IIR) program with multiple studies ongoing with our drug candidates.

Our goal is to build a fully integrated, commercial-stage biopharmaceutical company that develops important therapies for patients with unmet medical needs. We believe our program assets provide us with the strategic options to either retain full economic rights to our innovative therapies or seek favorable economic terms through advantageous commercial partnerships. This approach allows us to maximize the overall value of our technology and product portfolio while best ensuring the expeditious development of each individual product. Currently, all programs are fully owned by Celldex.

The expenditures that will be necessary to execute our business plan are subject to numerous uncertainties. Completion of clinical trials may take several years or more, and the length of time generally varies substantially according to the type, complexity, novelty and intended use of a drug candidate. It is not unusual for the clinical development of these types of drug candidates to each take five years or more, and for total development costs to exceed $100 million for each drug candidate. We estimate that clinical trials of the type we generally conduct are typically completed over the following timelines:

Clinical Phase	Estimated Completion Period
Phase 1	1 - 2 Years
Phase 2	1 - 5 Years
Phase 3	1 - 5 Years

The duration and the cost of clinical trials may vary significantly over the life of a project as a result of differences arising during the clinical trial protocol, including, among others, the following:

- the number of patients that ultimately participate in the trial;

- the duration of patient follow-up that seems appropriate in view of results;

- the number of clinical sites included in the trials;

- the length of time required to enroll suitable patient subjects; and

- the efficacy and safety profile of the drug candidate.

We test potential drug candidates in numerous preclinical studies for safety, toxicology and immunogenicity. We may then conduct multiple clinical trials for each drug candidate. As we obtain results from trials, we may elect to discontinue or delay clinical trials for certain drug candidates in order to focus our resources on more promising drug candidates.

An element of our business strategy is to pursue the discovery, research and development of a broad portfolio of drug candidates. This is intended to allow us to diversify the risks associated with our research and development expenditures. To the extent we are unable to maintain a broad range of drug candidates, our dependence on the success of one or a few drug candidates increases.

Regulatory approval is required before we can market our drug candidates as therapeutic products. In order to proceed to subsequent clinical trial stages and to ultimately achieve regulatory approval, the regulatory agency must conclude that our clinical data demonstrate that our product candidates are safe and effective. Historically, the results from preclinical testing and early clinical trials (through Phase 2) have often not been predictive of results obtained in later clinical trials. A number of new drugs and biologics have shown promising results in early clinical trials but subsequently failed to establish sufficient safety and efficacy data to obtain necessary regulatory approvals.

Furthermore, our business strategy includes the option of entering into collaborative arrangements with third parties to complete the development and commercialization of our drug candidates. In the event that third parties take over the clinical trial process for one of our drug candidates, the estimated completion date would largely be under control of that third party rather than us. We cannot forecast with any degree of certainty which proprietary products, if any, will be subject to future collaborative arrangements, in whole or in part, and how such arrangements would affect our development plan or capital requirements. Our programs may also benefit from subsidies, grants, contracts or government or agency-sponsored studies that could reduce our development costs.

As a result of the uncertainties discussed above, among others, it is difficult to accurately estimate the duration and completion costs of our research and development projects or when, if ever, and to what extent we will receive cash inflows from the commercialization and sale of a product. Our inability to complete our research and development projects in a timely manner or our failure to enter into collaborative agreements, when appropriate, could significantly increase our capital requirements and could adversely impact our liquidity. These uncertainties could force us to seek additional, external sources of financing from time to time in order to continue with our business strategy. Our inability to raise additional capital, or to do so on terms reasonably acceptable to us, would jeopardize the future success of our business.

During the past five years through December 31, 2020, we incurred an aggregate of $350.6 million in research and development expenses. The following table indicates the amount incurred for each of our significant research programs and for other identified research and development activities during the three months ended March 31, 2021 and 2020. The amounts disclosed in the following table reflect direct research and development costs, license fees associated with the underlying technology and an allocation of indirect research and development costs to each program.

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
	(In thousands)	
CDX-0159/Anti-KIT Program	$ 6,016	$ 1,246
CDX-1140 and CDX-301	1,470	3,371
CDX-527	1,390	2,924
Other Programs	3,844	4,154
Total R&D Expense	$ 12,720	$ 11,695

Clinical Development Programs

While our clinical development programs have not been significantly, negatively impacted by COVID-19 to date, we continue to carefully monitor the evolving situation closely across all our development programs and work to minimize potential impact/disruptions.

CDX-0159

CDX-0159 is a humanized monoclonal antibody that specifically binds the receptor tyrosine kinase KIT and potently inhibits its activity. KIT is expressed in a variety of cells, including mast cells, and its activation by its ligand SCF regulates mast cell growth, differentiation, survival, chemotaxis and degranulation. In certain inflammatory diseases, such as chronic spontaneous urticaria (CSU), also known as chronic idiopathic urticaria (CIU) and chronic inducible urticaria (CIndU), mast cell degranulation plays a central role in the onset and progression of the disease.

CDX-0159 is designed to block KIT activation by disrupting both SCF binding and KIT dimerization. Celldex believes that by targeting KIT, CDX-0159 may be able to inhibit mast cell activity and decrease mast cell numbers to provide potential clinical benefit in mast cell related diseases.

In June 2020, we completed a randomized, double-blind, placebo-controlled, single ascending dose escalation Phase 1a study of CDX-0159 in healthy subjects (n=32; 8 subjects per cohort, 6 CDX-0159; 2 placebo). Subjects received a single intravenous infusion of CDX-0159 at 0.3, 1.0, 3.0, or 9.0 mg/kg or placebo. The objectives of the study included safety and tolerability, pharmacokinetics (PK) and pharmacodynamics (tryptase and stem cell factor) and immunogenicity. Tryptase is an enzyme synthesized and secreted almost exclusively by mast cells and decreases in plasma tryptase levels are believed to reflect a systemic reduction in mast cell burden in both healthy volunteers and in disease. Data from the study were featured in a late breaking presentation at the European Academy of Allergy and Clinical Immunology (EAACI) Annual Congress 2020 in June. CDX-0159 demonstrated a favorable safety profile as well as profound and durable reductions of plasma tryptase, consistent with systemic mast cell suppression.

- Most common adverse events were mild infusion-related reactions, all of which spontaneously resolved without intervention. Mild and asymptomatic decreases in neutrophil and white blood cell count were observed in laboratory testing.

- A single dose of CDX-0159 suppressed plasma tryptase levels in a dose-dependent manner, indicative of systemic mast cell suppression. Tryptase suppression below the level of detection was observed after a single 1.0 mg/kg dose and was maintained for more than 2 months at single doses of both 3.0 and 9.0 mg/kg of CDX-0159. A subset of subjects from the 3mg/kg and 9 mg/kg cohorts agreed to continued follow up for tryptase suppression which remained below the level of detection for over 3 months (14 weeks) in 50% of subjects and over 4 months (18 weeks) in all subjects, respectively.

- Dose dependent increases in plasma stem cell factor mirror decreases in tryptase, consistent with allosteric blockade of stem cell factor to KIT and demonstrate complete target engagement in vivo.

- Long serum half-life and non-immunogenic profile support a convenient dosing schedule.

- Enhanced PK profile and durable tryptase suppression at low doses support re-formulation for sub-cutaneous administration.

These data supported expansion of the CDX-0159 program into mast cell driven diseases, including initially in chronic spontaneous urticaria (CSU) and chronic inducible urticaria (CIndU), diseases where mast cell degranulation plays a central role in the onset and progression of the disease. The prevalence of CSU and CIndU is approximately 0.5-1% of the total population or up to 1 to 3 million patients in the United States alone (Weller et al. 2010. Hautarzt. 61(8), Bartlett et al. 2018. DermNet. Org). CSU presents as itchy hives, angioedema or both for at least six weeks without a specific trigger; multiple episodes can play out over years or even decades. About 50% of patients with CSU achieve symptomatic control with antihistamines or leukotriene receptor antagonists. Omalizumab, an IgE inhibitor, provides relief for roughly half of the remaining antihistamine/leukotriene refractory patients. Consequently, there is a need for additional therapies. CIndUs are forms of urticaria that have an attributable cause or trigger associated with them, typically resulting in hives or wheals. Celldex is exploring cold-induced and dermographism (scratch-induced) urticarias.

In October 2020, we announced that enrollment had opened and the first patient had been dosed in a Phase 1b multi-center study of CDX-0159 in CSU. This study is a randomized, double-blind, placebo-controlled clinical trial designed to assess the safety of multiple ascending doses of CDX-0159 in up to 40 patients with CSU who remain symptomatic despite treatment with antihistamines. Secondary and exploratory objectives include pharmacokinetic and pharmacodynamic assessments, including measurement of tryptase and stem cell factor levels and clinical activity outcomes (impact on urticaria symptoms, disease control, clinical response) as well as quality of life assessments. CDX-0159 is administered intravenously (0.5, 1.5, 3 and 4.5 mg/kg at varying dosing schedules) as add on treatment to H1-antihistamines, either alone or in combination with H2-antihistamines and/or leukotriene receptor agonists.

In December 2020, we announced that enrollment had opened and the first patient had been dosed in a second Phase 1b study in CIndU being conducted in Germany. This study is an open label clinical trial designed to evaluate the safety of a single dose of CDX-0159 in up to 20 patients with cold contact urticaria (n=10) or symptomatic dermographism (n=10) who are refractory to antihistamines. Patient's symptoms are induced via provocation testing that resembles real life triggering situations. Secondary and exploratory objectives include pharmacokinetic and pharmacodynamic assessments, including changes from baseline provocation thresholds, measurement of tryptase and stem cell factor levels, clinical activity outcomes (impact on urticaria symptoms, disease control, clinical response), quality of life assessments and measurement of tissue mast cells through skin biopsies. CDX-0159 is administered intravenously (3.0 mg/kg) on Day 1 as add on treatment to H1-antihistamines.

In March of 2021, we reported positive interim data from the Phase 1b study in CIndU in patients with cold contact urticaria and symptomatic dermographism. Fifteen out of 20 planned patients with antihistamine refractory CIndU had received a single intravenous infusion of CDX-0159 at 3 mg/kg, including nine patients with cold contact urticaria (ColdU) and six patients with symptomatic dermographism (SD). Safety results were reported for all 15 patients; activity results were reported for all patients assessed for at least 15 days/2 weeks after treatment (n=10; 7 ColdU and 3 SD). Patients had high disease activity as assessed by provocation threshold testing. In ColdU and SD pts, baseline critical temperature thresholds were 18.7 +/-2.7°C (range: 5-27°C) and FricTest® thresholds were 3.7 +/- 0.3 (range: 3-4) of 4.

- Eight of 10 patients (7 ColdU; 1 SD) experienced a complete response (CR) as assessed by provocation threshold testing. The remaining two patients (both with SD), had been recently treated and were followed for two weeks. One patient experienced a partial response (PR) thus far and one patient reported symptomatic improvement (decreased itching). All patients will continue to be assessed for response through week 12.

- Patient global assessment (Pat-GA) and physician global assessment (Phy-GA) results were consistent with provocation testing results.

- Measurements of serum tryptase levels are available for only the first six patients evaluated for activity, all with ColdU. The mean baseline was 3.3 +/- 0.2 ng/ml and levels on day 15 after treatment were at or below the limit of detection. These patients all experienced complete responses.

- CDX-0159 was generally well tolerated. Six of 15 patients had mild infusion reactions, generally areas of localized redness and itching, which resolved rapidly. A single severe infusion reaction was observed (brief loss of consciousness, followed by shaking and sweating). The patient was treated with antihistamines and steroids; no epinephrine was administered. The patient rapidly recovered and was hospitalized for observation with no further manifestations of this event. Importantly, there was no evidence of mast cell activation as measured by decreases in serum tryptase levels shortly after the infusion and further at a later time point.

- Through day 15, three patients had transient, mild decreases in hemoglobin, and no patients had meaningful declines in white blood cells.

- Enrollment is currently being completed in the ColdU and SD cohorts (10 per cohort; 20 total). Based on these compelling results, the study has been expanded to also include 10 patients with cholinergic urticaria.

We continue to assess potential opportunities for CDX-0159 in other diseases where mast cells play an important role, such as dermatologic, respiratory, allergic, gastrointestinal and ophthalmic conditions. In February of 2021, we announced that we plan to expand clinical development of CDX-0159 into prurigo nodularis (PN), a chronic skin disease characterized by the development of hard, intensely itchy (pruritic) nodules on the skin. Mast cells through their interactions with sensory neurons and other immune cells are believed to play an important role in amplifying chronic itch and neuroinflammation, both of which are a hallmark of PN. There are currently no FDA approved therapies for PN, representing an area of significant unmet need. Celldex anticipates initiating the study in PN in the fourth quarter of 2021.

Manufacturing activities are also progressing as planned to support the introduction of the CDX-0159 subcutaneous formulation into the clinical program in the third quarter of 2021.

CDX-1140

CDX-1140 is a fully human agonist monoclonal antibody targeted to CD40, a key activator of immune response, which is found on dendritic cells, macrophages and B cells and is also expressed on many cancer cells. Potent CD40 agonist antibodies have shown encouraging results in early clinical studies; however, systemic toxicity associated with broad CD40 activation has limited their dosing. CDX-1140 has unique properties relative to other CD40 agonist antibodies: potent agonist activity is independent of Fc receptor interaction, contributing to more consistent, controlled immune activation; CD40L binding is not blocked, leading to potential synergistic effects of agonist activity near activated T cells in lymph nodes and tumors; and the antibody does not promote cytokine production in whole blood assays. CDX-1140 has shown direct anti-tumor activity in preclinical models of lymphoma. Preclinical studies of CDX-1140 clearly demonstrate strong immune activation effects and low systemic toxicity and support the design of the Phase 1 study to identify the dose for characterizing single-agent and combination activity.

We initiated a Phase 1 study of CDX-1140 in November 2017. This study is expected to enroll up to approximately 260 patients with recurrent, locally advanced or metastatic solid tumors and B cell lymphomas. The study is designed to determine the maximum tolerated dose, or MTD, during a dose-escalation phase (0.01 to 3.0 mg/kg once every four weeks until confirmed progression or intolerance) and to recommend a dose level for further study in a subsequent expansion phase. The expansion is designed to further evaluate the tolerability and biologic effects of selected dose(s) of CDX-1140 in specific tumor types. Secondary objectives include assessments of safety and tolerability, pharmacodynamics, pharmacokinetics, immunogenicity and additional measures of anti-tumor activity, including clinical benefit rate. We believe that the potential for CDX-1140 will be best defined in combination studies with other immunotherapies or conventional cancer treatments.

In support of this, the Phase 1 study protocol also allows for the exploration of CDX-1140 in combination with CDX-301 at a fixed dose of CDX-301 and escalating doses of CDX-1140. Dendritic cells, which express CD40, are often rare or missing from the tumor microenvironment and are critical for initiating anti-tumor immunity. CDX-301, a recombinant FMS-like tyrosine kinase 3 ligand, or Flt3L, is a hematopoietic cytokine that uniquely expands dendritic cells and hematopoietic stem cells, and in combination with other agents may potentiate anti-tumor responses. CDX-301 is being utilized as a priming agent in this study to increase the number of dendritic cells in blood and tissue available for CDX-1140 activation. CDX-1140 should, in turn, activate and mature the dendritic cells, an important step for enhancing anti-tumor immune responses.

Prior data presented at Society for Immunotherapy of Cancer's (SITC) 34th Annual Meeting in November 2019 established the maximum tolerated dose (MTD) and recommended dose for continued study at 1.5 mg/kg — one of the highest systemic dose levels in the CD40 agonist class. Clinical activity both as a monotherapy and in combination with CDX-301 were also reported for CDX-1140 at varying doses, including an unconfirmed partial response (uPR) and tumor cavitation. At SITC 2020, analysis was focused on patients treated at the MTD and recommended dose of 1.5 mg/kg. 41 patients (n=25 monotherapy; n=16 in combination with CDX-301) had been treated at the 1.5 mg/kg dose at the time of data cutoff; 29 patients had post-treatment scans performed and five patients had not reached their first post-treatment response assessment. In addition, preliminary safety data from the combination cohort with pembrolizumab (n=9; 4 at 0.72 mg/kg and 5 at 1.5 mg/kg CDX-1140) were also presented. CDX-1140 monotherapy and in combination with CDX-301 or pembrolizumab was generally well tolerated with mostly grade 1 or grade 2 drug related adverse events. Activity at 1.5mg/kg dose of CDX-1140 to date included:

- An ongoing (6+ months) complete response (CR) in a patient with follicular lymphoma treated with CDX-1140 in combination with CDX-301;

- Notable tumor shrinkage and/or necrosis in 6 patients with squamous cell head and neck cancer (SCCHN), including extensive tumor cavitation/necrosis of a large baseline protruding neck mass associated with decreased tumor pain in a patient; and,

- Stable disease (n=10) for 11 to 32 weeks.

CDX-1140 at the recommended dose of 1.5 mg/kg provided good systemic exposure that enhanced the distribution into tissues and tumor and resulted in marked changes in the tumor microenvironment (TME) consistent with a more inflammatory and less immunosuppressive state as demonstrated by gene expression analysis. Interferon signaling and cytotoxicity pathways were most highly upregulated, while immunosuppression via TGFb signaling and metastatic pathways were downregulated, marking the first clear demonstration in patients of biological activity within the TME for a systemically administered agonist anti-CD40 mAb. Pre-treatment of patients with CDX-301 greatly increased the number of circulating dendritic cells prior to CDX-1140 administration and peripheral blood mononuclear cells (PBMCs) isolated from CDX-301 pretreated patients were more responsive to CDX-1140 than PBMCs from non-pretreated patients.

Two combination cohorts are ongoing. A combination of CDX-1140 with pembrolizumab has completed the safety run-in and expansion cohorts in patients with checkpoint-refractory squamous cell head and neck cancer and non-small cell lung cancer is enrolling patients. A combination of CDX-1140 with gemcitabine/nab-paclitaxel in patients with previously untreated metastatic pancreatic adenocarcinoma is also enrolling patients. We are also exploring additional combination cohorts with mechanisms that we believe could be complementary or synergistic with CDX-1140.

CDX-527

CDX-527 is the first candidate from Celldex's bispecific antibody platform. Bispecifics provide opportunities to engage two independent pathways involved in controlling immune responses to tumors. CDX-527 uses Celldex's proprietary highly active anti-PD-L1 and CD27 human antibodies to couple CD27 co-stimulation with blockade of the PD-L1/PD-1 pathway to help prime and activate anti-tumor T cell responses through CD27 costimulation, while preventing PD-1 inhibitory signals that subvert the immune response.

Celldex's prior clinical experience with combining CD27 activation and PD-1 blockade provide the rationale for linking these two pathways into one molecule. Preclinical data presented at the SITC 34th Annual Meeting in November 2019 demonstrated that CDX-527 is more potent at T cell activation and anti-tumor immunity than the combination of parental monoclonal antibodies.

In August 2020, we announced the initiation of a Phase 1 dose-escalation study. The study includes up to approximately 40 patients with advanced or metastatic solid tumors that have progressed during or after standard of care therapy to be followed by tumor-specific expansion cohorts. The study is designed to determine the maximum tolerated dose, or MTD, during a dose-escalation phase and to recommend a dose level for further study in the subsequent expansion phase. The expansion is designed to further evaluate the tolerability, and biologic and anti-tumor effects of selected dose level(s) of CDX-527 in specific tumor types. Enrollment is ongoing.

CRITICAL ACCOUNTING POLICIES

See Note 2 to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for information regarding newly adopted and recent accounting pronouncements. See also Note 2 to our financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2020 for a discussion of our critical accounting policies. There have been no material changes to such critical accounting policies. We believe our most critical accounting policies include accounting for contingent consideration, revenue recognition, intangible and long-lived assets, research and development expenses and stock-based compensation expense.

RESULTS OF OPERATIONS

Three Months Ended March 31, 2021 Compared with Three Months Ended March 31, 2020

	Three Months Ended March 31,		Increase/ (Decrease)	Increase/ (Decrease)
	2021	2020	$	%
	(In thousands)			
Revenues:				
Product development and licensing agreements	$ 3	$ 2,286	$ (2,283)	(100)%
Contracts and grants	682	442	240	54%
Total revenues	$ 685	$ 2,728	$ (2,043)	(75)%
Operating expenses:				
Research and development	12,720	11,695	1,025	9%
General and administrative	4,121	3,666	455	12%
Loss on fair value remeasurement of contingent consideration	483	234	249	106%
Total operating expense	17,324	15,595	1,729	11%
Operating loss	(16,639)	(12,867)	3,772	29%
Investment and other income, net	101	242	(141)	(58)%
Net loss	$ (16,538)	$ (12,625)	$ 3,913	31%

Net Loss

The $3.9 million increase in net loss for the three months ended March 31, 2021, as compared to the three months ended March 31, 2020, was primarily the result of a decrease in revenue from product development and licensing agreements and an increase in research and development expenses.

Revenue

The Company's agreement with Rockefeller University, as amended, (the "Rockefeller Agreement") provides for the Company to perform manufacturing and development services for Rockefeller University for their portfolio of antibodies against HIV. This portfolio was licensed to Gilead Sciences in January 2020 from Rockefeller University ("Rockefeller Transaction"). The $2.3 million decrease in product development and licensing agreements revenue for the three months ended March 31, 2021, as compared to the three months ended March 31, 2020, was primarily due to the $1.8 million received from the Rockefeller Transaction in the first quarter of 2020. The $0.2 million increase in contracts and grants revenue for the three months ended March 31, 2021, as compared to the three months ended March 31, 2020, was primarily due to an increase in services performed under our contract manufacturing and research and development agreements with Rockefeller University and Gilead Sciences. We expect revenue to increase over the next twelve months as a result of an increase in services expected to be performed under our contract manufacturing and research and development agreements with Rockefeller University and Gilead Sciences.

Research and Development Expense

Research and development expenses consist primarily of (i) personnel expenses, (ii) laboratory supply expenses relating to the development of our technology, (iii) facility expenses and (iv) product development expenses associated with our drug candidates as follows:

	Three Months Ended March 31,		Increase/ (Decrease)	
	2021	2020	$	%
	(In thousands)			
Personnel	$ 6,038	$ 5,616	$ 422	8%
Laboratory supplies	1,760	1,460	300	21%
Facility	1,255	1,730	(475)	(27)%
Product development	2,762	1,806	956	53%

Personnel expenses primarily include salary, benefits, stock-based compensation and payroll taxes. The $0.4 million increase in personnel expenses for the three months ended March 31, 2021, as compared to the three months ended March 31, 2020, was primarily due to higher stock-based compensation expense. We expect personnel expenses to remain relatively consistent over the next twelve months, although there may be fluctuations on a quarterly basis.

Laboratory supplies expenses include laboratory materials and supplies, services, and other related expenses incurred in the development of our technology. The $0.3 million increase in laboratory supply expenses for the three months ended March 31, 2021, as compared to the three months ended March 31, 2020, was primarily due to higher laboratory materials and supplies purchases. We expect laboratory supplies expenses to remain relatively consistent over the next twelve months, although there may be fluctuations on a quarterly basis.

Facility expenses include depreciation, amortization, utilities, rent, maintenance and other related expenses incurred at our facilities. The $0.5 million decrease in facility expenses for the three months ended March 31, 2021, as compared to the three months ended March 31, 2020, was primarily due to lower rent and depreciation expenses. We expect facility expenses to remain relatively consistent over the next twelve months, although there may be fluctuations on a quarterly basis.

Product development expenses include clinical investigator site fees, external trial monitoring costs, data accumulation costs, contracted research and outside clinical drug product manufacturing. The $1.0 million increase in product development expenses for the three months ended March 31, 2021, as compared to the three months ended March 31, 2020, was primarily due to an increase in contract research and clinical trial expenses. We expect product development expenses to increase over the next twelve months, although there may be fluctuations on a quarterly basis.

General and Administrative Expense

The $0.5 million increase in general and administrative expenses for the three months ended March 31, 2021, as compared to the three months ended March 31, 2020, was primarily due to higher stock-based compensation expense. We expect general and administrative expenses to remain relatively consistent over the next twelve months, although there may be fluctuations on a quarterly basis.

Loss on Fair Value Remeasurement of Contingent Consideration

The $0.5 million loss on fair value remeasurement of contingent consideration for the three months ended March 31, 2021 was primarily due to changes in discount rates and the passage of time. The $0.2 million loss on fair value remeasurement of contingent consideration for the three months ended March 31, 2020 was primarily due to the passage of time.

Investment and Other Income, Net

The $0.1 million decrease in investment and other income, net for the three months ended March 31, 2021, as compared to the three months ended March 31, 2020, was primarily due to lower interest rates on fixed income investments. We expect investment and other income to remain relatively consistent over the next twelve months, although there may be fluctuations on a quarterly basis.

LIQUIDITY AND CAPITAL RESOURCES

Our cash equivalents are highly liquid investments with a maturity of three months or less at the date of purchase and consist primarily of investments in money market mutual funds with commercial banks and financial institutions. We maintain cash balances with financial institutions in excess of insured limits. We do not anticipate any losses with respect to such cash balances. We invest our excess cash balances in marketable securities, including municipal bond securities, U.S. government agency securities and high-grade corporate bonds that meet high credit quality standards, as specified in our investment policy. Our investment policy seeks to manage these assets to achieve our goals of preserving principal and maintaining adequate liquidity.

The use of our cash flows for operations has primarily consisted of salaries and wages for our employees; facility and facility-related costs for our offices, laboratories and manufacturing facility; fees paid in connection with preclinical studies, clinical studies, contract manufacturing, laboratory supplies and services; and consulting, legal and other professional fees. To date, the primary sources of cash flows from operations have been payments received from our collaborative partners and from government entities and payments received for contract manufacturing and research and development services provided by us. The timing of any new contract manufacturing and research and development agreements, collaboration agreements, government contracts or grants and any payments under these agreements, contracts or grants cannot be easily predicted and may vary significantly from quarter to quarter.

At March 31, 2021, our principal sources of liquidity consisted of cash, cash equivalents and marketable securities of $176.1 million. We have had recurring losses and incurred a loss of $16.5 million for the three months ended March 31, 2021. Net cash used in operations for the three months ended March 31, 2021 was $18.1 million. We believe that the cash, cash equivalents and marketable securities at March 31, 2021 are sufficient to meet estimated working capital requirements and fund planned operations through 2023. This could be impacted if we elect to pay Kolltan contingent milestones, if any, in cash.

During the next twelve months, we may take further steps to raise additional capital to meet our long-term liquidity needs including, but not limited to, one or more of the following: the licensing of drug candidates with existing or new collaborative partners, possible business combinations, issuance of debt, or the issuance of common stock or other securities via private placements or public offerings. Although we have been successful in raising capital in the past, there can be no assurance that additional financing will be available on acceptable terms, if at all, and our negotiating position in capital raising efforts may worsen as existing resources are used. There is also no assurance that we will be able to enter into further collaborative relationships. Additional equity financings may be dilutive to our stockholders; debt financing, if available, may involve significant cash payment obligations and covenants that restrict our ability to operate as a business; and licensing or strategic collaborations may result in royalties or other terms which reduce our economic potential from products under development. Our ability to continue funding our planned operations into and beyond twelve months from the issuance date is also dependent on the timing and manner of payment of future contingent milestones from the Kolltan acquisition, in the event that we achieve the drug candidate milestones related to those payments. We may decide to pay those milestone payments in cash, shares of our common stock or a combination thereof. If we are unable to raise the funds necessary to meet our long-term liquidity needs, we may have to delay or discontinue the development of one or more programs, discontinue or delay ongoing or anticipated clinical trials, license out programs earlier than expected, raise funds at a significant discount or on other unfavorable terms, if at all, or sell all or a part of our business.

Operating Activities

Net cash used in operating activities was $18.1 million for the three months ended March 31, 2021 as compared to $12.1 million for the three months ended March 31, 2020. The increase in net cash used in operating activities was primarily due to a decrease in cash received related to product development and licensing agreements and an increase in research and development and general and administrative expenses. We expect that cash used in operating activities will remain relatively consistent over the next twelve months, although there may be fluctuations on a quarterly basis.

We have incurred and will continue to incur significant costs in the area of research and development, including preclinical and clinical trials and clinical drug product manufacturing as our drug candidates are developed. We plan to spend significant amounts to progress our current drug candidates through the clinical trial process as well as to develop additional drug candidates. As our drug candidates progress through the clinical trial process, we may be obligated to make significant milestone payments.

Investing Activities

Net cash provided by investing activities was $43.5 million for the three months ended March 31, 2021 as compared to $22.0 million for the three months ended March 31, 2020. The increase in net cash provided by investing activities was primarily due to net sales and maturities of marketable securities of $44.0 million for the three months ended March 31, 2021 as compared to $22.2 million for the three months ended March 31, 2020.

Financing Activities

Net cash provided by financing activities was $0.1 million for the three months ended March 31, 2021 as compared to $1.6 million for the three months ended March 31, 2020. The decrease in net cash provided by financing activities was primarily due to a decrease in net proceeds from stock issuances.

Aggregate Contractual Obligations

The disclosures relating to our contractual obligations reported in our Annual Report on Form 10-K for the year ended December 31, 2020 which was filed with the SEC on March 29, 2021 have not materially changed since we filed that report.

OFF-BALANCE SHEET ARRANGEMENTS

We did not have during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined under SEC rules.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We own financial instruments that are sensitive to market risk as part of our investment portfolio. Our investment portfolio is used to preserve our capital until it is used to fund operations, including our research and development activities. None of these market-risk sensitive instruments are held for trading purposes. We invest our cash primarily in money market mutual funds. These investments are evaluated quarterly to determine the fair value of the portfolio. From time to time, we invest our excess cash balances in marketable securities including municipal bond securities, U.S. government agency securities and high-grade corporate bonds that meet high credit quality standards, as specified in our investment policy. Our investment policy seeks to manage these assets to achieve our goals of preserving principal and maintaining adequate liquidity. Because of the short-term nature of these investments, we do not believe we have material exposure due to market risk. The impact to our financial position and results of operations from likely changes in interest rates is not material.

We do not utilize derivative financial instruments. The carrying amounts reflected in the consolidated balance sheet of cash and cash equivalents, accounts receivables and accounts payable approximate fair value at March 31, 2021 due to the short-term maturities of these instruments.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures.

As of March 31, 2021, we evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2021. Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within time periods specified by the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting.

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

Shareholder Representative Services LLC (SRS) is the hired representative of the former stockholders of Kolltan Pharmaceuticals, Inc. (Kolltan) in connection with the Agreement and Plan of Merger, dated November 1, 2016, by and among Kolltan, Connemara Merger Sub 1, Inc., Connemara Merger Sub 2 LLC, and SRS (Merger Agreement). On August 18, 2020, Celldex filed a Verified Complaint in the Court of Chancery of the State of Delaware against SRS (acting in its capacity as the representative of the former stockholders of Kolltan pursuant to the Merger Agreement) seeking declaratory relief with respect to the rights and obligations of the parties relating to certain contingent milestone payments under the Merger Agreement. Specifically, Celldex sought the entry of an order declaring that:

(i) Celldex's determination to discontinue the development of CDX-0158 (formerly known as KTN0158) was proper and valid under the Merger Agreement;

(ii) the Milestone Abandonment Notice dated December 5, 2018 from Celldex was valid and effective under the Merger Agreement and that the "Successful Completion of Phase I Clinical Trial for KTN0158" Milestone has not been achieved and has properly been abandoned; and

(iii) under the Merger Agreement, the CDX-0159 program is not a program that results in milestone payments under the Merger Agreement.

In SRS' responsive Answer and Verified Counterclaim, SRS made claims of breach of contract with respect to the Merger Agreement, breach of implied covenant of good faith and fair dealing, declaratory relief, and unjust enrichment regarding abandonment of the CDX-0158 milestones, based in part on SRS' assertion that the CDX-0159 program is in essence an extension of the CDX-0158 (formerly KTN0158) program. The case remains ongoing and we are currently unable to predict or estimate the outcome of this matter. The case is currently scheduled for trial in 2022. The parties have agreed to non-binding mediation in May 2021 following SRS's approach to Celldex about its interest in settlement or mediation discussions.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2020, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K may not be the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company's business, financial condition and/or operating results.

There were no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 29, 2021.

Item 6. Exhibits

The exhibits filed as part of this quarterly report on Form 10-Q are listed in the exhibit index included herewith and are incorporated by reference herein.

EXHIBIT INDEX

Exhibit No.	Description
*31.1	Certification of President and Chief Executive Officer
*31.2	Certification of Senior Vice President and Chief Financial Officer
**32.1	Section 1350 Certifications
*101	XBRL Instance Document.
*101	XBRL Taxonomy Extension Schema Document.
*101	XBRL Taxonomy Extension Calculation Linkbase Document.
*101	XBRL Taxonomy Extension Definition Linkbase Document.
*101	XBRL Taxonomy Extension Label Linkbase Document.
*101	XBRL Taxonomy Extension Presentation Linkbase Document.

* Filed herewith.
** Furnished herewith.

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 thereunto duly authorized.

CELLDEX THERAPEUTICS, INC.

BY:

/s/ ANTHONY S. MARUCCI

Dated: May 6, 2021

Anthony S. Marucci
President and Chief Executive Officer
(Principal Executive Officer)

/s/ SAM MARTIN

Dated: May 6, 2021

Sam Martin
Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION

I, Anthony S. Marucci, certify that:

1. I have reviewed this report on Form 10-Q of Celldex Therapeutics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2021

By: /s/ ANTHONY S. MARUCCI
Name: Anthony S. Marucci
Title: President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Sam Martin, certify that:

1. I have reviewed this report on Form 10-Q of Celldex Therapeutics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2021

By: /s/ SAM MARTIN
Name: Sam Martin
Title: Senior Vice President and Chief Financial Officer

Exhibit 32.1

SECTION 1350 CERTIFICATIONS

Pursuant to 18 U.S.C. §1350 as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of Celldex Therapeutics, Inc. (the "Company") hereby certify that to their knowledge and in their respective capacities that the Company's quarterly report on Form 10-Q to which this certification is attached (the "Report"), fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 6, 2021

By: /s/ ANTHONY S. MARUCCI
Name: Anthony S. Marucci
Title: President and Chief Executive Officer

Date: May 6, 2021

By: /s/ SAM MARTIN
Name: Sam Martin
Title: Senior Vice President and Chief Financial Officer

This certification shall not be deemed "filed" for any purpose, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act. A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Celldex Therapeutics, Inc. and will be retained by Celldex Therapeutics, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.