

# CELLDEX THERAPEUTICS, INC.

Reported by  
**MCMAHON GERALD PHD**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/01/17 for the Period Ending 05/01/17

Address	53 FRONTAGE ROAD SUITE 220 HAMPTON, NJ 08827
Telephone	908-200-7500
CIK	0000744218
Symbol	CLDX
SIC Code	2835 - In Vitro and In Vivo Diagnostic Substances
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>McMahon Gerald PhD</b>  (Last) (First) (Middle)  <b>C/O CELLDX THERAPEUTICS, INC., 53 FRONTAGE ROAD, SUITE 220</b>  (Street)  <b>HAMPTON, NJ 08827</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Celldex Therapeutics, Inc. [ CLDX ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/1/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.001 per share	5/1/2017		F		2869	D	\$3.33	228691 (1)(2)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) On November 28, 2016, in connection with the Reporting Person's employment separation agreement with Kolltan Pharmaceuticals, Inc., Reporting Person entered into a severance agreement (the "Severance Agreement") with Celldex Therapeutics, Inc. ("Issuer") whereby Issuer agreed to pay Reporting Person 267,356 shares of its common stock, par value \$0.001 per share ("Common Stock") less required tax and other withholdings (the "Withholdings"). The Reporting Person previously reported ownership of such 267,356 shares on his Form 3 filed with the Securities and Exchange Commission on December 15, 2016. The shares, less Withholdings, are issuable to Reporting Person in equal monthly installments through December 2018.
- (2) Pursuant to the Severance Agreement, on May 1, 2017, the Issuer issued 5,485 shares of its Common Stock to the Reporting Person. This Form 4 reflects the disposition to the Issuer of 2,869 shares of its Common Stock to satisfy required Withholdings in connection with such issuance of Common Stock to the Reporting Person.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>McMahon Gerald PhD C/O CELLDX THERAPEUTICS, INC. 53 FRONTAGE ROAD, SUITE 220 HAMPTON, NJ 08827</b>	<b>X</b>			

**Signatures**

/s/ Avery W. Catlin, attorney-in-fact for Gerald McMahon

5/1/2017

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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