

# CELLDEX THERAPEUTICS, INC.

Reported by  
**MARTIN SAMUEL BATES**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 07/05/17 for the Period Ending 07/01/17

|             |  |
|-------------|--|
| Address     | 53 FRONTAGE ROAD<br>SUITE 220<br>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  |

## INITIAL STATEMENT OF 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

|  |  |  |   |  |   |  |  |
|--|--|--|---|--|---|--|--|
| 1. Name and Address of Reporting Person *                          |  |  | 2. Date of Event Requiring Statement (MM/DD/YYYY)   |  | 3. Issuer Name and Ticker or Trading Symbol   |  |  |
| <b>Martin Samuel Bates</b>   |  |  | 7/1/2017  |  | <b>Celldex Therapeutics, Inc. [CLDX]</b>  |  |  |
| (Last) (First) (Middle)  |  |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |   |  |  |
| <b>C/O CELLDEX THERAPEUTICS, INC., 53 FRONTAGE ROAD, SUITE 220</b> |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP and CFO /</b> |  |   |  |  |
| (Street)   |  |  | 5. If Amendment, Date Original Filed (MM/DD/YYYY)   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| <b>HAMPTON, NJ 08827</b>   |  |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |  |
| (City) (State) (Zip)   |  |  |   |  |   |  |  |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4)  | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities) |   |  |   |

| 1. Title of Derivate Security (Instr. 4)    | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) |                  | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|------------------|---|----------------------------|--|---|---|
|   | Date Exercisable                                     | Expiration Date  | Title   | Amount or Number of Shares |  |   |   |
| <b>Employee Stock Option (right to buy)</b> | <a href="#">(1)</a>                                  | <b>8/5/2021</b>  | <b>Common Stock</b>   | <b>1000</b>                | <b>\$2.80</b>  | <b>D</b>  |   |
| <b>Employee Stock Option (right to buy)</b> | <a href="#">(2)</a>                                  | <b>9/20/2022</b> | <b>Common Stock</b>   | <b>5250</b>                | <b>\$6.37</b>  | <b>D</b>  |   |
| <b>Employee Stock Option (right to buy)</b> | <a href="#">(3)</a>                                  | <b>7/1/2023</b>  | <b>Common Stock</b>   | <b>7500</b>                | <b>\$16.36</b>   | <b>D</b>  |   |
| <b>Employee Stock Option (right to buy)</b> | <a href="#">(4)</a>                                  | <b>6/4/2024</b>  | <b>Common Stock</b>   | <b>12000</b>               | <b>\$13.45</b>   | <b>D</b>  |   |
| <b>Employee Stock Option (right to buy)</b> | <a href="#">(5)</a>                                  | <b>6/10/2025</b> | <b>Common Stock</b>   | <b>21000</b>               | <b>\$25.41</b>   | <b>D</b>  |   |
| <b>Employee Stock Option (right to buy)</b> | <a href="#">(6)</a>                                  | <b>6/8/2026</b>  | <b>Common Stock</b>   | <b>21000</b>               | <b>\$4.72</b>  | <b>D</b>  |   |
| <b>Employee Stock Option (right to buy)</b> | <a href="#">(7)</a>                                  | <b>6/15/2027</b> | <b>Common Stock</b>   | <b>65000</b>               | <b>\$2.32</b>  | <b>D</b>  |   |

#### Explanation of Responses:

- The option became exercisable as to 25% of the shares on 8/5/2012 and the remaining shares vested quarterly (in equal amounts) over the subsequent 12 quarters. This option is currently fully vested.
- The option became exercisable as to 25% of the shares on 9/20/2013 and the remaining shares vested quarterly (in equal amounts) over the subsequent 12 quarters. This option is currently fully vested.

- (3) The option became exercisable as to 25% of the shares on 7/1/2014 and the remaining shares vested quarterly (in equal amounts) over the subsequent 12 quarters. This option is currently fully vested.
- (4) The option became exercisable as to 25% of the shares on 6/4/2015 and the remaining shares vest quarterly (in equal amounts) over the subsequent 12 quarters.
- (5) The option became exercisable as to 25% of the shares on 6/10/2016 and the remaining shares vest quarterly (in equal amounts) over the subsequent 12 quarters.
- (6) The option became exercisable as to 25% of the shares on 6/8/2017 and the remaining shares vest quarterly (in equal amounts) over the subsequent 12 quarters.
- (7) The option becomes exercisable as to 25% of the shares on 6/15/2018 and the remaining shares vest quarterly (in equal amounts) over the subsequent 12 quarters.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| <b>Martin Samuel Bates<br/>C/O CELLDX THERAPEUTICS, INC.<br/>53 FRONTAGE ROAD, SUITE 220<br/>HAMPTON, NJ 08827</b> |               |           | <b>SVP and CFO</b> |       |

**Signatures**

/s/ Anthony S. Marucci, attorney-in-fact for Samuel Bates Martin

7/5/2017

\*\*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 5(b)(v).

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## POWER OF ATTORNEY

Know all by those present, that the undersigned hereby constitutes and appoints Anthony S. Marucci his true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned Schedules 13D and 13G, Form ID, and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G, Form ID and Forms 3, 4 or 5, and the timely filing of such Forms with the United States Securities and Exchange Commission and any other authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, including without limitation the execution and filing of a Form 4 with respect to a transaction which may be reported on a Form 5, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully and to all intents and purposes as he might or could do in person, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of June, 2017.

/s/ Sam Martin  
Name: Sam Martin