

# CELLDEX THERAPEUTICS, INC.

## **FORM 8-K** (Current report filing)

Filed 09/12/17 for the Period Ending 09/06/17

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

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

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

Date of report (Date of earliest event reported): **September 6, 2017**

**CELLDEX THERAPEUTICS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-15006**  
(Commission File Number)

**13-3191702**  
(IRS Employer  
Identification No.)

**Perryville III Building, 53 Frontage Road, Suite 220,**  
**Hampton, New Jersey**  
(Address of principal executive offices)

**08827**  
(Zip Code)

Registrant's telephone number, including area code: **(908) 200-7500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

---

---

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 6, 2017, Thomas Davis, M.D., gave notice of his intention to resign as Executive Vice President and Chief Medical Officer of Celldex Therapeutics, Inc. (the “Company”) to pursue an alternative career path. Dr. Davis’s resignation will be effective as of September 29, 2017.

**Item 7.01. Regulation FD Disclosure.**

On September 12, 2017, the Company issued a press release announcing the resignation of Dr. Davis. A copy of the press release is furnished as Exhibit 99.1 hereto. In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 [Press Release, dated September 12, 2017.](#)

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 hereunto duly authorized.

**CELLEX THERAPEUTICS, INC.**

By: /s/ Sam Martin

Name: Sam Martin

Title: Senior Vice President and Chief Financial Officer

Dated: September 12, 2017



### Celldex Announces Departure of Chief Medical Officer

**HAMPTON, N.J., September 12, 2017** — Celldex Therapeutics, Inc. (NASDAQ: CLDX) announced today the resignation of Thomas Davis, M.D., Executive Vice President and Chief Medical Officer of Celldex, effective September 29, 2017.

“Celldex’s clinical programs have matured greatly during Tom’s tenure. We appreciate his significant contributions and wish him the very best in his future endeavors,” said Anthony Marucci, Co-Founder, President and Chief Executive Officer of Celldex Therapeutics. “We have built an exceptional clinical science team led by four physicians with deep backgrounds in drug development and are confident our clinical programs will meet our planned milestones under their leadership. We look forward to a busy end of year and topline data from the METRIC study, likely in the second quarter of 2018.”

#### About Celldex Therapeutics, Inc.

Celldex is developing targeted therapeutics to address devastating diseases for which available treatments are inadequate. Our pipeline includes antibodies, antibody-drug conjugates and other protein-based therapeutics derived from a broad set of complementary technologies which have the ability to engage the human immune system and/or directly inhibit tumors to treat specific types of cancer or other diseases. Visit [www.celldex.com](http://www.celldex.com).

#### Forward Looking Statement

This release contains “forward-looking statements” made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are typically preceded by words such as “believes,” “expects,” “anticipates,” “intends,” “will,” “may,” “should,” or similar expressions. These forward-looking statements reflect management’s current knowledge, assumptions, judgment and expectations regarding future performance or events. Although management believes that the expectations reflected in such statements are reasonable, they give no assurance that such expectations will prove to be correct or that those goals will be achieved, and you should be aware that actual results could differ materially from those contained in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including, but not limited to, our ability to successfully complete research and further development and commercialization of glembatumumab vedotin and other Company drug candidates; our ability to obtain additional capital to meet our long-term liquidity needs on acceptable terms, or at all, including the additional capital which will be necessary to complete the clinical trials that we have initiated or plan to initiate; our ability to realize the anticipated benefits from the acquisition of Kolltan and to operate the combined business efficiently; the uncertainties inherent in clinical testing and accruing patients for clinical trials; our limited experience in bringing programs through Phase 3 clinical trials; our ability to manage and successfully complete multiple clinical trials and the research and development efforts for our multiple products at varying stages of development; the availability, cost, delivery and quality of clinical and commercial grade materials produced by our own manufacturing facility or supplied by contract manufacturers, who may be our sole source of supply; the timing, cost and uncertainty of obtaining regulatory approvals; our ability to maintain and derive benefit from the Fast Track designation for glembatumumab vedotin which does not change the standards for regulatory approval or guarantee regulatory approval on an expedited basis, or at

---

all; the failure of the market for the Company's programs to continue to develop; our ability to protect the Company's intellectual property; the loss of any executive officers or key personnel or consultants; competition; changes in the regulatory landscape or the imposition of regulations that affect the Company's products; and other factors listed under "Risk Factors" in our annual report on Form 10-K and quarterly reports on Form 10-Q.

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 release. 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.

#### **Company Contact**

Sarah Cavanaugh  
Senior Vice President, Corporate Affairs & Administration  
Celldex Therapeutics, Inc.  
(781) 433-3161  
scavanaugh@celldex.com

Charles Liles  
Associate Director, Investor Relations & Corp Communications  
Celldex Therapeutics, Inc.  
(617) 383-3433  
cliles@celldex.com

Dan Budwick  
Founder, 1AB Media  
(973) 271-6085  
dan@1abmedia.com