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): February 16, 2023

Celldex Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**000-15006**	**13-3191702**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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)

(Former name or former address, if changed since last report)

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:

☐ 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))

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 is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Upon the recommendation of the nominating and corporate governance committee of Celldex Therapeutics, Inc. (the "Company"), Rita Jain, M.D. was appointed as a member of our Board of Directors (the "Board") on February 16, 2023. Dr. Jain has served on the Board of Directors of Provention Bio, Inc since January 2023, as a member of the Supervisory Board of AM-Pharma B.V. since 2020 and on the Board of Directors of ChemoCentryx, Inc. from 2019 until its acquisition by Amgen in 2022. From 2021 to 2022, Dr. Jain served as Executive Vice President, Chief Medical Officer of ChemoCentryx, Inc. and in 2021 served as Chief Medical Officer of Immunovant, Inc. Additionally, since August 2021, Dr. Jain has served as Chief Executive Officer of Heartwood Biopharma Group, a private consulting group. From 2017 to 2019, Dr. Jain was Senior Vice President and Chief Medical Officer at Akebia Therapeutics, Inc. From 2013 to 2016, Dr. Jain was a Vice President in Clinical Development at AbbVie Inc., including Men's and Women's Health and Metabolic Development. Dr. Jain also held various leadership roles at Abbott Laboratories from 2003 through 2012, including as Divisional Vice President of Pain, Respiratory and Metabolic Disease Development. Dr. Jain received her B.S. degree in biology from the Long Island University, and her M.D. from the State University of New York at Stony Brook School of Medicine. Dr. Jain will hold this position until the next annual meeting of the Company's stockholders or until her successor is elected and qualified, subject to her earlier resignation or removal.

Dr. Jain has no family relationships with any of the Company's directors or executive officers, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Dr. Jain will participate in the Company's standard non-employee director compensation plan. In connection with her appointment to the Board, Dr. Jain will receive an initial option grant to purchase 17,100 shares of the Company's common stock that will vest one third on the first, second and third anniversaries of the date of grant.

Item 7.01. Regulation FD Disclosure.

On February 16, 2023, the Company issued a press release announcing the appointment of Dr. Jain. 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

Exhibit No.	Description
99.1	Press Release, dated February 16, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

Celldex Therapeutics, Inc.

Date: February 21, 2023

By: /s/ Sam Martin
Sam Martin
Senior Vice President and Chief Financial Officer

Exhibit 99.1

Celldex Therapeutics Announces Appointment of Rita Jain, M.D. to Board of Directors

HAMPTON, N.J., February 16, 2023 -- Celldex Therapeutics, Inc. (NASDAQ:CLDX) announced today that it has appointed Rita Jain, M.D. to the Company's Board of Directors.

"We are pleased to welcome Dr. Jain to the Celldex Board of Directors at this important time in the Company's trajectory," said Anthony Marucci, Co-founder, President and Chief Executive Officer of Celldex Therapeutics. "Dr. Jain's deep background in drug development strongly complements our Board's skills and experiences, and we look forward to her contributions as we continue to advance our programs into later stage development."

Dr. Jain added, "I am excited to join Celldex, whose emerging data suggests that barzolvolimab has significant potential to open a new class of therapeutics to treat difficult diseases across a broad spectrum of conditions in allergy, inflammation and immunology. I look forward to working with Celldex's outstanding team to advance the Company's mission."

Dr. Jain is a board-certified rheumatologist. She previously served as Executive Vice President, Chief Medical Officer of ChemoCentryx, Inc., Chief Medical Officer of Immunovant, Inc. and prior to that, Senior Vice President and Chief Medical Officer of Akebia Therapeutics, Inc. Before joining Akebia, Dr. Jain served as Vice President of Men's and Women's Health and Metabolic Development at AbbVie, Inc. and in various leadership roles at Abbott Laboratories, including Divisional Vice President. Prior to her time at Abbott, she held management positions in the Arthritis, Inflammation and Pain Group at G.D. Searle, which was acquired by Pharmacia and, later, Pfizer. She was responsible for leading the design and execution of multiple late-stage programs, including for Orilissa® and Oriahnn® and has also led programs across a diverse set of therapeutic areas, including immunology, inflammation, pain and nephrology. Earlier in her career, Dr. Jain served as a faculty member at North Shore University Hospital in New York. Dr. Jain currently serves as a member of the Board of Directors for Provention Bio, Inc. and serves on the supervisory board of AM Pharma. She previously served on the Board of Directors of ChemoCentryx, Inc. until its acquisition by Amgen. Dr. Jain received her M.D. from the State University of New York at Stony Brook School of Medicine and her B.S. in Biology from Long Island University.

Orilissa® and Oriahnn® are registered trademarks of AbbVie, Inc.

About Celldex Therapeutics, Inc.
Celldex is a clinical stage biotechnology company dedicated to developing monoclonal and bispecific antibodies that address devastating diseases for which available treatments are inadequate. Our pipeline includes 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. Visit 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 Company drug candidates, including barzolvolimab (also referred to as CDX-0159), in current or future indications; 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 effects of the outbreak of COVID-19 on our business and results of operations; the availability, cost, delivery and quality of clinical 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; 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; our ability to continue to obtain 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; 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.

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