

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Martin Samuel Bates</u>  (Last) (First) (Middle) <u>C/O CELLDX THERAPEUTICS, INC.</u> <u>53 FRONTAGE ROAD</u>  (Street) <u>HAMPTON NJ 08827</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Celldex Therapeutics, Inc. [ CLDX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	12/23/2021		M		3,250	A	\$9.0165	30,128	D	
Common Stock	12/23/2021		M		3,750	A	\$2.78	33,878	D	
Common Stock	12/23/2021		S <sup>(1)</sup>		9,500 <sup>(1)</sup>	D	\$42	24,378	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Incentive Stock Option (Right to Buy)	\$9.0165	12/23/2021		M			3,250	(2)	06/13/2028	Common Stock	3,250	\$0.00	9,530	D	
Incentive Stock Option (Right to Buy)	\$2.78	12/23/2021		M			3,750	(3)	06/19/2029	Common Stock	3,750	\$0.00	24,421	D	

**Explanation of Responses:**

- The sale of the shares of Common Stock were made pursuant to a plan intended to comply with Rule 10b5-1 of the Exchange Act, previously entered into on August 12, 2021.
- 25% vested on June 13, 2019 and the remainder vest quarterly (in equal amounts) over the subsequent 12 quarters.
- 25% vested on June 19, 2020 and the remainder vest quarterly (in equal amounts) over the subsequent 12 quarters.

/s/ Anthony S. Marucci,  
attorney in fact for Samuel 12/28/2021  
Bates Martin

\*\* 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.

**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 Number.**