

McMahon Gerald PhD
Form 4
December 01, 2017

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McMahon Gerald PhD

(Last) (First) (Middle)

C/O CELLDX THERAPEUTICS,
INC., 53 FRONTAGE ROAD,
SUITE 220

(Street)

HAMPTON, NJ 08827

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Celldex Therapeutics, Inc. [CLDX]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	(D)	Price
Common Stock, par value \$0.001 per share	12/01/2017		F		3,212	D	\$ 3
					217,236	(1) (2)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McMahon Gerald PhD
C/O CELLDX THERAPEUTICS, INC.
53 FRONTAGE ROAD, SUITE 220
HAMPTON, NJ 08827

X

Signatures

/s/ Samuel B. Martin, attorney-in-fact for Gerald
McMahon

12/01/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(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 December 1, 2017, the Issuer issued 5,142 shares of its Common Stock to the Reporting Person. This Form 4 reflects the disposition to the Issuer of 3,212 shares of its Common Stock to satisfy required Withholdings in connection with such issuance of Common Stock to the Reporting Person.

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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