

Celldex Therapeutics, Inc.  
Form 8-K  
December 29, 2017

**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): **December 29, 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 08827**

(Address of principal executive offices) (Zip Code)

**(908) 200-7500**

(Registrant's telephone number, including area code)

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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))

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(e). Compensatory Arrangements of Certain Officers.**

Celldex Therapeutics, Inc. (the Company) entered into amended and restated employment agreements with each of its executive officers: Anthony S. Marucci, President and Chief Executive Officer; Sam Martin, Senior Vice President, Chief Financial Officer and Secretary; Tibor Keler, Ph.D., Executive Vice President and Chief Scientific Officer, Ronald A. Pepin, Ph.D., Senior Vice President and Chief Business Officer, Sarah Cavanaugh, Senior Vice President of Corporate Affairs and Administration; Margo Heath-Chiozzi, M.D., Senior Vice President of Regulatory Affairs; Elizabeth Crowley, Senior Vice President and Chief Product Development Officer; and Richard Wright, Ph.D., Senior Vice President and Chief Commercial Officer. Each of these employment agreements is effective January 1, 2018.

The executive employment agreements between the Company and its executive officers were amended to reflect current applicable law, standardize language in the contracts and conform to the Company's current policies.

The employment agreements have an initial term through December 31, 2018 and shall automatically renew for additional one year terms unless either party gives ninety (90) days prior written notice of its intent not to renew. The Company may terminate the employment agreements without cause, on 90-days prior notice, or for cause, subject to a 30-day cure period in certain circumstances. The executive may terminate the employment agreement for good reason (as defined in the executive employment agreement) on 30-days prior notice.

The foregoing description of the employment agreements with each of the Company's executive officers is intended to be a summary and is qualified in its entirety by reference to such documents, which are attached as Exhibits 10.1, 10.2, 10.3, 10.4, 10.5, 10.6, 10.7 and 10.8 and which are incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit No.	Description.
10.1	<u>Amended and Restated Employment Agreement, dated as of January 1, 2018, by and between Celldex Therapeutics, Inc. and Anthony S. Marucci</u>
10.2	<u>Amended and Restated Employment Agreement, dated as of January 1, 2018, by and between Celldex Therapeutics, Inc. and Sam Martin</u>
10.3	<u>Amended and Restated Employment Agreement, dated as of January 1, 2018, by and between Celldex Therapeutics, Inc. and Tibor Keler, Ph.D.</u>
10.4	<u>Amended and Restated Employment Agreement, dated as of January 1, 2018, by and between Celldex Therapeutics, Inc. and Ronald Pepin, Ph.D.</u>
10.5	<u>Amended and Restated Employment Agreement, dated as of January 1, 2018, by and between Celldex Therapeutics, Inc. and Sarah Cavanaugh</u>
10.6	<u>Amended and Restated Employment Agreement, dated as of January 1, 2018, by and between Celldex Therapeutics, Inc. and Margo Heath-Chiozzi, M.D.</u>



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- 10.7 Amended and Restated Employment Agreement, dated as of January 1, 2018, by and between Celldex Therapeutics, Inc. and Elizabeth Crowley
- 10.8 Amended and Restated Employment Agreement, dated as of January 1, 2018, by and between Celldex Therapeutics, Inc. and Richard Wright, Ph.D.

**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: December 29, 2017

By:

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