

Celldex Therapeutics, Inc.
Form SC 13D/A
June 26, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
Amendment No. 2

Celldex Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

15117B103

(CUSIP Number)

Ursula B. Bartels

Senior Vice President, General Counsel and Secretary

Medarex, Inc.

707 State Road

Princeton, NJ 08540

(609) 430-2880

With a Copy to:

James A. Lebovitz

Dechert LLP

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2929 Arch Street

Cira Center

Philadelphia, PA 19104

(215) 994-4000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 24, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

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CUSIP No. 15117B103

1. Name of Reporting Persons.
Medarex, Inc.
- I.R.S. Employer Identification Number: 22-2822175
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
New Jersey
- | | | |
|--|-----|-------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 7. | Sole Voting Power
2,960,848 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
2,960,848 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,960,848
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
18.7%
14. Type of Reporting Person (See Instructions)
CO

Item 1.

Security of Issuer.

This Amendment No. 2 (the Schedule 13 D/A) amends the Statement on Schedule 13 D (the Schedule 13D) filed with the Securities and Exchange Commission (the SEC) on March 17, 2008 by Medarex, Inc. (the Reporting Person), as amended. The number of securities beneficially owned by the Reporting Person has decreased. The Schedule 13D is amended as follows and, except as otherwise provided herein, all items of the Schedule 13D remain unchanged. This Schedule 13D/A relates to the Common Stock, par value \$0.001 per share (the Common Stock), of Celldex Therapeutics, Inc., a Delaware corporation (Celldex), formerly known as AVANT Immunotherapeutics, Inc. Celldex s principal executive offices are located at 119 Fourth Avenue, Needham, Massachusetts 02494. This Schedule 13D/A is being filed by Medarex to report sales of securities owned by the Reporting Person as discussed below.

Item 5.

Interest in Securities of the Issuer.

(a) (b)

Set forth below is information concerning the beneficial ownership of Celldex Common Stock, as determined in accordance with Rule 13d-3(d) of the Securities and Exchange Act, by the Reporting Person and each other person for which disclosure is required under this Schedule 13D pursuant to General Instruction C.

	Medarex, Inc.
Beneficial Ownership	2,960,848
Percentage of Class	18.7%
Sole Voting Power	2,960,848
Shared Voting Power	-0-
Sole Dispositive Power	2,960,848
Shared Dispositive Power	-0-

Except as noted in the above table, none of the individuals listed on Appendix A hereto beneficially own any securities of Celldex, other than Charles Schaller, who beneficially owns 26,883 shares of Celldex Common Stock.

Medarex may be deemed to have sole voting power and the sole power to dispose of the Common Stock acquired by Medarex in the Merger. Medarex does not have voting or dispositive power with respect to shares of Celldex Common Stock held by Mr. Schaller. To the extent that each of Medarex s directors may be deemed to share the power to vote (and direct the vote of) or dispose of (or direct the disposition of) the shares of Common Stock owned of record by Medarex, each such director disclaims beneficial ownership of the shares of Common Stock owned by Medarex.

(c) Except as otherwise described in this Schedule 13D/A, there have been no transactions in the Common Stock of Celldex by the Reporting Person or any of its executive officers or directors in the sixty days prior to the date of filing this Schedule 13D/A.

(d) Not applicable.

(e) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MEDAREX, INC.

Date: June 26, 2009

/s/ Christian S. Schade
Christian S. Schade,
Senior Vice President and Chief Financial Officer

APPENDIX A

LIST OF EXECUTIVE OFFICERS AND DIRECTORS OF THE REPORTING PERSON

Directors of Medarex, Inc.

Patricia M. Danzon

Address: 707 State Road, Princeton, NJ 08540

Principal Employment: Celia Moh Professor, Health Care Systems, Insurance and Risk Management at the Wharton School of the University of Pennsylvania.

Robert C. Dinerstein

Business Address: 707 State Road, Princeton, NJ 08540

Principal Employment: Crossbow Ventures, Inc.

Abhijeet J. Lele

Address: 707 State Road, Princeton, NJ 08540

Principal Employment: Managing Director, Investor Growth Capital.

Marc Rubin

Address: 707 State Road, Princeton, NJ 08540

Principal Employment: Biopharmaceutical consultant.

Ronald J. Saldarini

Address: 707 State Road, Princeton, NJ 08540

Principal Employment: Associate at Naimark & Associates, a healthcare consulting firm.

Charles R. Schaller

Address: 707 State Road, Princeton, NJ 08540

Principal Employment: Chemical industry management consultant.

Julius A. Vida

Address: 707 State Road, Princeton, NJ 08540

Principal Employment: Pharmaceutical consultant with VIDA International Pharmaceutical Consultants.

Executive Officers of Medarex, Inc.

Ursula B. Bartels

Senior Vice President, General Counsel and Secretary

Deanna Dietl

Vice President, Human Resources

Nils Lonberg

Senior Vice President and Scientific Director

Geoffrey M. Nichol

Senior Vice President, Product Development

Ronald A. Pepin

Senior Vice President, Business Development

Howard H. Pien

President and Chief Executive Officer

Christian S. Schade

Senior Vice President, Finance and Administration, and Chief Financial Officer

The principal employment of each executive officer is with Medarex, Inc. The business address of each executive officer with Medarex is: Medarex, Inc. 707 State Road, Princeton, NJ 08540.

Mr. Pien is also a member and Chair of the Board of Directors of Medarex, Inc.

