

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 25, 2021**

CELLECTAR BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-36598
(Commission
File Number)

04-3321804
(I.R.S. Employer
Identification No.)

100 Campus Drive, Florham Park, New Jersey 07932
(Address of principal executive offices, and zip code)

(608) 441-8120
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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 \$0.00001	CLRB	NASDAQ Capital Market
Warrant to purchase common stock, expiring April 20, 2021	CLRBZ	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 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS

Effective as of February 25, 2021, Cellectar Biosciences, Inc. (the "Company") amended our Second Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Amendment"), to increase the authorized shares of common stock of the Company from 80,000,000 to 160,000,000.

As described in Item 5.07 below, on February 25, 2021 at a Special Meeting of Stockholders (the "Meeting"), our stockholders approved the Certificate of Amendment.

A copy of the Certificate of Amendment is attached as Exhibit 3.1 and is incorporated by reference herein.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company convened the Meeting at 10:00 a.m., local time, on February 25, 2021. The Meeting was held at 100 Campus Drive, Florham Park, New Jersey 07932, pursuant to notice duly given.

At the close of business on December 28, 2020, the record date for the determination of stockholders entitled to vote at the Meeting, there were 45,409,104 shares of the Company's common stock, each share being entitled to vote, constituting all of the outstanding voting securities of the Company.

At the Meeting, the holders of 29,993,317 shares of the Company's common stock were represented in person or by proxy constituting a quorum.

Two proposals were presented for stockholder approval at the Meeting:

Proposal 1 – Approval, in accordance with Nasdaq Listing Rule 5635(d), of the issuance of shares of the Company's common stock upon the conversion of the Series D Preferred Stock issued in a private placement on December 28, 2020.

The vote at the Meeting was as follows:

For	Against	Abstain	Broker Non-Votes
16,752,479	1,109,025	73,800	12,058,013

The stockholders approved Proposal 1.

Proposal 2 – To approve the amendment of the Company’s Second Amended and Restated Certificate of Incorporation, as amended, to increase the authorized common stock from 80,000,000 shares to 160,000,000 shares.

The vote at the Meeting was as follows:

For	Against	Abstain
28,126,603	1,782,114	84,600

The stockholders approved Proposal 2.

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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Number</u>	<u>Title</u>
<u>3.1</u>	<u>Certificate of Amendment of Second Amended and Restated Certificate of Incorporation of Collectar Biosciences, Inc.</u>

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SIGNATURES

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.

Dated: February 25, 2021

CELLECTAR BIOSCIENCES, INC.

By: /s/ Dov Elefant
Name: Dov Elefant
Title: Chief Financial Officer

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CELLECTAR BIOSCIENCES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2021, AT 11:22 O`CLOCK A.M.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

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SR# 20210637726

Authentication: 202594563
Date: 02-25-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF AMENDMENT
OF
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CELLECTAR BIOSCIENCES, INC.**

Collectar Biosciences, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. That the Board of Directors of the Corporation duly adopted resolutions proposing to amend the Second Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, as follows:

Resolved: That the Board of Directors finds it advisable and in the best interest of the Corporation and its stockholders to amend the Corporation's Second Amended and Restated Certificate of Incorporation, as amended, by amending and restating in its entirety the first paragraph of Article FOURTH, as follows (the "Charter Amendment"):

"FOURTH: The aggregate number of shares of stock that the Corporation shall have authority to issue is eighty million and seven thousand (160,007,000), of which eighty million (160,000,000) shares shall be designated 'Common Stock' and seven thousand (7,000) shares shall be designated 'Preferred Stock.' Shares of Common Stock and Preferred Stock shall have a par value of \$0.00001 per share."

2. That this Certificate of Amendment, which amends the provisions of the Certificate of Incorporation, has been duly adopted in accordance with Section 242 of the General Corporation Law.

IN WITNESS WHEREOF, Collectar Biosciences, Inc. has caused this Certificate of Amendment to be executed by the undersigned officer as of February 25, 2021.

/s/ James V. Caruso
James V. Caruso, Chief Executive Officer
