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

**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**CELLECTAR BIOSCIENCES, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

No fee required.

Fee paid previously with preliminary materials.

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

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**PLEASE VOTE NOW!**

DO NOT PRINT IN THIS AREA  
(Stockholder Name & Address Data)

**Meeting Materials:** Notice of Meeting;  
Proxy Statement; 2024 Annual Report on  
Form 10-K.

**Important Notice Regarding the  
Availability of Proxy Materials for the  
Stockholders Meeting to be Held on  
June 13, 2025 for Stockholders of Record  
as of April 17, 2025.**

**Cellestar Biosciences, Inc.**

**2025 Annual Meeting of Stockholders**

Friday, June 13, 2025, 10:00 a.m. Eastern Time  
To be held virtually.

**TO ORDER PAPER MATERIALS, USE ONE  
OF THE FOLLOWING METHODS:**



**Internet:**  
<https://web.viewproxy.com/clrb/2025>



**Phone:**  
1-877-777-2857



**Email:**  
[requests@viewproxy.com](mailto:requests@viewproxy.com)

\*To request material via email, please send a  
blank email with the 11-digit control number  
located below in the subject line. No other  
requests, instructions, or other inquiries should  
be included in this email material request.

**For a convenient way to view proxy materials, VOTE, and obtain  
directions to attend the meeting, go to:  
<https://web.viewproxy.com/clrb/2025>**

**To vote your proxy while visiting this site, you will need the  
11-digit control number in the box on this page.**

This is not a Proxy Card. You cannot use this notice to vote your shares.  
This communication presents only an overview of the more complete proxy  
materials available to you on the Internet. We encourage you to access  
and review all of the important information contained in these proxy  
materials before voting.

Under United States Securities and Exchange Commission rules, proxy  
materials do not have to be delivered on paper. Proxy materials can  
instead be distributed by making them available on the Internet.

If you want to receive a paper or email copy of the proxy material, you  
must request one. There is no charge to you for requesting a copy. In order  
to receive a paper package in time for this year's meeting, you must make  
this request on or before June 6, 2025.

**CONTROL NUMBER**

**SEE REVERSE FOR FULL AGENDA**



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**Annual Meeting of Stockholders**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE:  
"FOR" THE NOMINEES ON PROPOSAL 1 AND "FOR" PROPOSALS 2, 3, 4,  
AND 5.**

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**Proposal 1.**

To vote upon the election of two (2) Class II directors named in this proxy statement.

**1.01 James V. Caruso**

**1.02 Frederick W. Driscoll**

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**Proposal 2.**

To ratify the appointment of Deloitte & Touche, LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2025.

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**Proposal 3.**

To approve an amendment to our Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of the company's common stock at a ratio between 1:10 and 1:30, if and when determined by the Board of Directors (the "Reverse Split Proposal").

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**Proposal 4.**

To hold a non-binding advisory vote to approve named executive officer compensation; and

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**Proposal 5.**

To approve the adjournment of the Annual Meeting, if necessary, to solicit additional proxies if there are insufficient votes at the time of the Annual Meeting to approve the Reverse Split Proposal.

**Note:** To conduct any other business properly brought before the meeting or any adjournment thereof.

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# Your **Vote** Counts!

**CELLECTAR BIOSCIENCES INC**

2025 Annual Meeting  
Vote by June 12, 2025  
11:59 PM ET



Hextone, Inc.  
P.O. Box 9142  
Farmingdale, NY 11735

Ricky Campana  
P.O. Box 123456  
Suite 500  
51 Mercedes Way  
Edgewood, NY 11717

1 OF 2  
322,224  
148,294

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FLASHID-JOB#

## You invested in CELLECTAR BIOSCIENCES INC and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on June 13, 2025.**

### Get informed before you vote

View the Annual Report, Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 01, 2025. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #



#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote in Person at the Meeting\*

June 13, 2025  
10:00 AM EDT

Annual Meeting to be held virtually  
To attend, you must register as a Beneficial Holder at the below URL:  
<https://web.viewproxy.com/clrb/2025>

\*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.ProxyVote.com](http://www.ProxyVote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

### THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

**CELLECTAR BIOSCIENCES INC**  
2025 Annual Meeting  
Vote by June 12, 2025  
11:59 PM ET

Voting Items		Board Recommends
1.	Election of Directors <b>Nominees:</b>	
1A	James V. Caruso	✓For
1B	Frederick W. Driscoll	✓For
2	To ratify the appointment of Deloitte & Touche, LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2025.	✓For
3	To approve an amendment to our Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of the company's common stock at a ratio between 1:10 and 1:30, if and when determined by the Board of Directors (the "Reverse Split Proposal");	✓For
4	To hold a non-binding advisory vote to approve named executive officer compensation; and	✓For
5	To approve the adjournment of the Annual Meeting, if necessary, to solicit additional proxies if there are insufficient votes at the time of the Annual Meeting to approve the Reverse Split Proposal.	✓For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.		

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**

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