

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

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FORM 8-K

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: August 14, 2014  
*(Date of earliest event reported)*

**CELLECTAR BIOSCIENCES, INC.**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction  
of incorporation)*

**333-119366**  
*(Commission  
File Number)*

**04-3321804**  
*(IRS Employer  
Identification Number)*

**3301 Agriculture Drive**  
**Madison, WI 53716**  
*(Address of principal executive offices)*

**(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))
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**ITEM 7.01 REGULATION FD DISCLOSURE**

On August 14, 2014, we issued a press release announcing that we had priced our underwritten public offering of 3,333,333 shares of common stock at a per share price of \$3.75 and warrants to purchase up to the same number of shares of common stock at a per warrant price of \$0.01; plus the issuance of approximately an additional 1,110,000 shares and warrants in consideration of the cancellation of \$4,000,000 principal amount of convertible debentures plus accrued interest. Both our common stock and the warrants issued in conjunction with this offering will be listed on the NASDAQ Capital Market under the symbols "CLRB" and "CLRBW," respectively. A copy of the press release is furnished as Exhibit 99.1 and is incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

<u>Number</u>	<u>Title</u>
99.1	Press release dated August 14, 2014, entitled "Collectar Biosciences Announces Pricing of \$12,500,000 Public Offering and Listing on The Nasdaq Capital Market"

**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.

Dated: August 20, 2014

**CELLECTAR BIOSCIENCES, INC.**

By: /s/ Chad J. Kolean

Name: Chad J. Kolean

Title: Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<u>Number</u>	<u>Title</u>
99.1	Press release dated August 14, 2014, entitled "Collectar Biosciences Announces Pricing of \$12,500,000 Public Offering and Listing on The Nasdaq Capital Market"



**Cellecstar Biosciences Announces Pricing of \$12,500,000 Public Offering and Listing on The Nasdaq Capital Market**

**MADISON, Wis., August 14, 2014**, – Cellecstar Biosciences, Inc. (NASDAQ: CLRB), a clinical stage biopharmaceutical company developing innovative agents for the detection and treatment of cancer, announced today the pricing of an underwritten public offering of 3,333,333 shares of its common stock at a per share price of \$3.75 and warrants to purchase up to the same number of shares of common stock at a per warrant price of \$0.01; plus the issuance of approximately an additional 1,110,000 shares and warrants in consideration of the cancellation of \$4,000,000 principal amount of convertible debentures plus accrued interest. The warrants are exercisable immediately and expire five years from their date of issuance. The warrants will have an exercise price of \$4.68 per share and will trade on the NASDAQ Capital Market under the symbol “CLR BW.”

The gross proceeds to Cellecstar from this offering are expected to be approximately \$12,500,000 in new cash proceeds before deducting underwriting discounts and other offering expenses payable by Cellecstar. Cellecstar has granted the underwriter a 45-day option to purchase up to an additional 500,000 shares of common stock and/or an additional 500,000 warrants to cover over-allotments, if any. The offering is expected to close on or about August 20, 2014, subject to customary closing conditions.

Certain of Cellecstar’s directors and officers have expressed an interest in participating in the public offering of common stock and warrants.

In Connection with its listing on The NASDAQ Capital Market, Cellecstar’s common stock will cease trading on the OTCQX Market.

Aegis Capital Corp. is acting as the sole book-running manager for the offering.

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In conjunction with the underwritten offering, the holders of Collectar's outstanding convertible debentures tendered an aggregate of \$4,000,000 in principal amount, plus approximately \$172,000 of accrued interest, of such debentures to purchase approximately 1,110,000 of the shares of common stock offered, plus the same number of warrants. Including tender of all outstanding convertible debentures, the company is offering a total of approximately 4,400,000 common shares and an equal number of warrants.

The offering is being made solely by means of a prospectus filed with the Securities and Exchange Commission (SEC). The preliminary prospectus relating to the offering has been filed with the SEC and is available, for free, on the SEC's website at <http://www.sec.gov>. Copies of the final prospectus relating to the offering, when available, may be obtained from the offices of Aegis Capital Corp., Prospectus Department, 810 Seventh Avenue, 18th Floor, New York, NY, 10019, telephone: 212-813-1010 or email: [prospectus@aegiscap.com](mailto:prospectus@aegiscap.com), or from the above-mentioned SEC website.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, these securities, nor will there be any sale of these securities, in any state or other jurisdiction in which such offer, solicitation or sale is not permitted.

#### **About Collectar Biosciences, Inc.**

Collectar Biosciences is developing agents to detect, treat and monitor a broad spectrum of cancers. Using a novel phospholipid ether analog (PLE) platform technology as a targeted delivery and retention vehicle, Collectar's compounds are designed to be selectively taken up and retained in cancer cells including cancer stem cells. With the ability to attach both imaging and therapeutic agents to its proprietary delivery platform, Collectar has developed a portfolio of product candidates engineered to leverage the unique characteristics of cancer cells to "find, treat and follow" malignancies in a highly selective way. I-124-CLR1404 is a small-molecule, broad-spectrum, cancer-targeted PET imaging agent currently being evaluated in a Phase II glioblastoma imaging trial. Additionally, multiple investigator-sponsored Phase I/II clinical trials are ongoing across 11 solid tumor indications. I-131-CLR1404 is a small-molecule, broad-spectrum, cancer-targeted molecular radiotherapeutic that delivers cytotoxic radiation directly and selectively to cancer cells including cancer stem cells. A Phase Ib dose-escalation trial of I-131-CLR1404 in patients with advanced solid tumors was completed in the first quarter of 2014 and results presented at the American Society of Clinical Oncology (ASCO) 2014 Annual Meeting. CLR1502 is a preclinical, cancer-targeted, non-radioactive optical imaging agent for intraoperative tumor margin illumination and non-invasive tumor imaging. For additional information please visit [www.collectar.com](http://www.collectar.com)

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## **INVESTOR CONTACT**

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This news release contains forward-looking statements. You can identify these statements by our use of words such as “may,” “expect,” “believe,” “anticipate,” “intend,” “could,” “estimate,” “continue,” “plans,” or their negatives or cognates. These statements are only estimates and predictions and are subject to known and unknown risks and uncertainties that may cause actual future experience and results to differ materially from the statements made. These statements are based on our current beliefs and expectations as to such future outcomes. Drug discovery and development involve a high degree of risk. Factors that might cause such a material difference include, among others, uncertainties related to the ability to raise additional capital, uncertainties related to the ability to attract and retain partners for our technologies, the identification of lead compounds, the successful preclinical development thereof, the completion of clinical trials, the FDA review process and other government regulation, our pharmaceutical collaborators’ ability to successfully develop and commercialize drug candidates, competition from other pharmaceutical companies, product pricing and third-party reimbursement. A complete description of risks and uncertainties related to our business is contained in our periodic reports filed with the Securities and Exchange Commission including our Form 10-K for the year ended December 31, 2013. These forward-looking statements are made only as of the date hereof, and we disclaim any obligation to update any such forward-looking statements.

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