

**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: March 4, 2016
(Date of earliest event reported)

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
*(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))
-

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS

Effective at the close of business on March 4, 2016, we amended our second amended and restated certificate of incorporation to effect a 1-for-10 reverse split of our common stock (the "Reverse Split"). Immediately following the effectiveness of the Reverse Split, there were approximately 858,140 shares of our common stock outstanding. Stockholders will receive a cash payment in lieu of any issuance of fractional shares. The number of shares of common stock issuable upon exercise or conversion of all outstanding options, warrants and convertible debt and the associated exercise or conversion prices will be adjusted accordingly for the Reverse Split.

At our special meeting of stockholders held on February 8, 2016, our stockholders approved an amendment to our certificate of incorporation that would effect a reverse split of our common stock at a ratio between 1:5 to 1:10 to be determined by the board of directors in its. Our stockholders further authorized the board of directors to determine the ratio at which the reverse split would be effected by filing an appropriate amendment to our certificate of incorporation. Our board of directors authorized the ratio of the Reverse Split on February 24, 2016.

A copy of the amendment to our certificate of incorporation is attached as Exhibit 3.1 and is incorporated by reference herein.

ITEM 7.01 REGULATION FD DISCLOSURE

On March 4, 2016, we issued a press release announcing the Reverse Split. 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>
3.1	Certificate of Amendment of Second Amended and Restated Certificate of Incorporation of Collectar Biosciences, Inc.
99.1	Press release dated March 4, 2016, entitled "Collectar Biosciences Announces 1-for-10 Reverse Stock Split"

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: March 4, 2016

CELLECTAR BIOSCIENCES, INC.

By: /s/ Chad J. Kolean
Name: Chad J. Kolean
Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

Number	Title
3.1	Certificate of Amendment of Second Amended and Restated Certificate of Incorporation of Collectar Biosciences, Inc.
99.1	Press release dated March 4, 2016, entitled "Collectar Biosciences Announces 1-for-10 Reverse Stock Split"

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

CELLECTAR BIOSCIENCES, INC. (the “Corporation”), a corporation organized and existing under of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the Corporation is Collectar Biosciences, Inc.

SECOND: The Second Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by inserting the following paragraphs in Article FOURTH thereof immediately following the first paragraph of said Article FOURTH:

“Upon the effectiveness of the amendment to the Second Amended and Restated Certificate of Incorporation adding this paragraph thereto (the “Effective Time”), each share of Common Stock, par value \$0.00001 per share issued and outstanding immediately prior to the Effective Time (the “Original Common Stock”), shall be reclassified into 1/10 of a share of Common Stock, such Common Stock to have the rights and powers set forth in the Certificate of Incorporation and under the General Corporation Law of the State of Delaware (the “Reclassification”). All shares of Common Stock issued to any holder of Original Common Stock as a result of the Reclassification shall be aggregated for the purpose of determining the number of shares of Common Stock to which such holder shall be entitled, and no fractional shares shall be issued in connection with the Reclassification.

Any stockholder who would otherwise be entitled to receive a fractional share of Common Stock as a result of the Reclassification shall receive in lieu thereof cash in an amount equal to such fraction multiplied by the fair market value of one share of Common Stock, based on the average of the high and low bid prices of the Common Stock as quoted on Nasdaq on the last trading day immediately preceding the Effective Time. No cash in lieu of any fractional share shall be paid to any stockholder until such stockholder shall have surrendered for transfer or otherwise accounted to the Corporation for the outstanding stock certificates entitling such stockholder to such cash.

At and after the Effective Time, outstanding certificates that prior thereto represented shares of Original Common Stock shall be deemed for all purposes to evidence ownership of and to represent that number of shares of Common Stock into which the shares previously represented by such certificates have been reclassified as herein provided (and the right to receive cash in lieu of any fraction of a share as provided herein). Until any such outstanding stock certificates have been surrendered for transfer or otherwise accounted for to the Corporation, the registered owner thereof on the books and records of the Corporation shall have and be entitled to exercise any voting and other rights with respect to, and receive any dividend and other distributions upon, the shares of Common Stock issued in respect of the Original Common Stock formerly evidenced by such certificates.”

THIRD: The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: The foregoing amendment shall be effective at 5:00 pm eastern time on March 4, 2016.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to be signed by James Caruso, its President and Chief Executive Officer, thereto duly authorized, this 26th day of February, 2016.

CELLECTAR BIOSCIENCES, INC.

By: /s/ James Caruso

James Caruso
President and Chief Executive Officer



Cellecstar Biosciences Announces 1-for-10 Reverse Stock Split

MADISON, WI (March 4, 2016) – Cellecstar Biosciences, Inc. (NASDAQ: CLRB), an oncology-focused biotechnology company, today announces a 1-for-10 reverse stock split of its common stock, effective at the close of business today.

Shares of Cellecstar's common stock will trade on a post-split basis beginning on March 7, 2016. The Company's ticker symbol, CLRB, will remain unchanged. The new CUSIP number for Cellecstar's common stock post-reverse stock split will be 15117F302.

"We believe there are important benefits for our company resulting from this reverse stock split. In addition to supporting our continuing efforts to remain listed on NASDAQ, which, among other things, requires our stock be at a bid price of \$1.00 or higher, we believe the reverse stock split will better position the company to attract capital in future financing transactions," said Jim Caruso, president and CEO of Cellecstar. "With a focused investment of additional capital to drive our clinical and research programs, we believe there is a significant opportunity to create meaningful stockholder value."

At the effective time of the reverse stock split, every 10 shares of Cellecstar's issued and outstanding common stock will automatically be combined into 1 issued and outstanding share of common stock without any change in the par value of the shares. This will reduce the number of outstanding common shares of Cellecstar from approximately 8.6 million to approximately 860,000. Stockholders approved the reverse split at the Special Meeting held on February 8, 2016. Additional information can be found in a Form 8-K to be filed with the Securities and Exchange Commission.

Proportionate voting rights and other rights of common stockholders will not be affected by the reverse stock split, other than as a result of the cashing out of fractional shares. Stockholders who would otherwise hold a fractional share of common stock will receive a cash payment in lieu of a fractional share. Please direct any questions you might have regarding payments for fractional shares to your broker or the company's stock transfer agent, American Stock Transfer & Trust Company, by calling (718) 921-8317.

About Collectar Biosciences, Inc.

Collectar Biosciences is developing phospholipid drug conjugates (PDCs) designed to provide cancer targeted delivery of diverse oncologic payloads to a broad range of cancers and cancer stem cells. Collectar's PDC platform is based on the company's proprietary phospholipid ether analogs. These novel small-molecules have demonstrated highly selective uptake and retention in a broad range of cancers.

Collectar's PDC pipeline includes product candidates for cancer therapy and cancer diagnostic imaging. The Company's lead therapeutic PDC, CLR 131, utilizes iodine-131, a cytotoxic radioisotope, as its payload. CLR 131 is currently being evaluated under an orphan drug designated Phase 1 study in patients with relapsed or refractory multiple myeloma. The company is also developing PDCs for targeted delivery of chemotherapeutics such as paclitaxel (CLR 1602-PTX), a preclinical stage product candidate, and plans to expand its PDC chemotherapeutic pipeline through both in-house and collaborative R&D efforts. For additional information please visit www.collectarbiosciences.com.

###

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/A for the year ended December 31, 2014. These forward-looking statements are made only as of the date hereof, and we disclaim any obligation to update any such forward-looking statements.

INVESTOR AND MEDIA CONTACT:

Jules Abraham
JQA Partners
917-885-7378
jabraham@jqapartners.com
