

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: April 15, 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))
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### **ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On April 15, 2016, Collectar Biosciences, Inc. (the “Company”) entered into an Underwriting Agreement with Ladenburg Thalmann & Co. Inc. (the “Underwriter”) in connection with the Company’s Registration Statement on Form S-1 filed with the Commission under the Securities Act of 1933 (File No. 333-208638). Pursuant to the Underwriting Agreement, the Company agreed to sell to the Underwriter 1,378,364 shares of common stock, Series B pre-funded warrants to purchase 1,908,021 shares of common stock and Series A warrants to purchase 3,286,385 shares of common stock, plus up to an additional 492,957 shares of common stock and Series A warrants to purchase up to an additional 492,957 shares of common stock in the event of the exercise by the Underwriter of its over-allotment option. The public offering price of a share of common stock together with a Series A warrant to purchase one share of common stock was \$2.13. The public offering price of a Series B pre-funded warrant to purchase one share of common stock together with a Series A warrant to purchase one share of common stock was \$2.12. The Series B pre-funded warrants have an exercise price of \$0.01 per share, are immediately exercisable and do not expire. The Series A warrants have an exercise price of \$3.04 per share, and are exercisable for five years from the date of issuance.

### **ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES**

Following the closing of the Company’s underwritten public offering on April 20, 2016, the Company issued to holders of certain outstanding warrants to purchase 150,003 shares of common stock issued in October 2015 (the “October 2015 Warrants”) amended warrants to purchase an aggregate of 150,003 shares of common stock, which did not provide for adjustment to the exercise price of the warrant in the event of any subsequent issuance of common stock at less than the then-effective exercise price (the “Amended Warrants”), and issued new warrants to purchase an aggregate of 300,006 shares of common stock, which also did not provide for adjustment to the exercise price of the warrant in the event of any subsequent issuance of common stock at less than the then-effective exercise price (the “New Warrants”). The Amended Warrants and the New Warrants have an exercise price of \$2.13. The Amended Warrants are currently exercisable, through April 1, 2021, and the New Warrants may be exercised on or after October 20, 2016 and for five years thereafter. The Amended Warrants and the New Warrants were issued pursuant to an Amendment and Exchange Agreement dated April 13, 2016 among the Company and the holders of the October 2015 Warrants, as more fully described in the Company’s current report on Form 8-K filed with the Commission on April 14, 2016.

### **ITEM 3.03 MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS**

The text provided under Item 3.02 above is hereby incorporated by reference.

### **ITEM 7.01 REGULATION FD DISCLOSURE**

On April 20, 2016, the Company issued a press release announcing the closing of its underwritten public offering of approximately 1.87 million shares of its common stock and Series B pre-funded warrants to purchase approximately 1.91 million shares of common stock, plus the issuance of Series A warrants to purchase approximately 3.78 million shares of common stock, reflecting the exercise in full of the Underwriter’s over-allotment option. The gross proceeds of the offering amounted to approximately \$8.0 million with net proceeds to the Company of approximately \$7.2 million. Immediately following the closing of the offering the Company had 2,729,334 shares of common stock outstanding. 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

<b>Number</b>	<b>Title</b>
99.1	Press release dated April 20, 2016, entitled “Collectar Biosciences Announces Successful Completion of \$8 Million Public Offering”

**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: April 21, 2016

**CELLECTAR BIOSCIENCES, INC.**

By: /s/ Chad J. Kolean

Name: Chad J. Kolean

Title: Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b>Number</b>	<b>Title</b>
99.1	Press release dated April 20, 2016, entitled “Collectar Biosciences Announces Successful Completion of \$8 Million Public Offering”

**Collectar Biosciences Announces Successful  
Completion of \$8 Million Public Offering**

Madison, WI, April 20, 2016 – Collectar Biosciences, Inc. (NASDAQ: CLRB) today announces the closing of its underwritten public offering of approximately 1.87 million shares of its common stock and approximately 1.91 million pre-funded warrants to purchase the same numbers of shares of common stock, plus the issuance of approximately 3.78 million Series A warrants to purchase the same number of shares of common stock. The pre-funded warrants have an exercise price of \$0.01 per share. The Series A warrants have an exercise price of \$3.04 per share, and are exercisable for five years from the date of issuance.

The Series A warrants, which are callable under certain circumstances, trade on the NASDAQ market under the symbol CLRBZ.

“We are pleased with the results of this offering, including the underwriter’s exercise of their full over-allotment option,” said Jim Caruso, president and CEO of Collectar Biosciences. “Successfully raising over \$8 million positions the company to execute our operating plan to achieve a number of meaningful milestones, including the advancement of our phase 1 clinical study of CLR 131 in multiple myeloma and continued development of our PDC Delivery Platform through partner collaborations and in-house R&D.”

Gross offering proceeds to the company, reflecting the exercise of the over-allotment option, were approximately \$8.0 million, while net proceeds, after deducting underwriting discounts, commissions and estimated offering expenses, are estimated to be approximately \$7.2 million.

Ladenburg Thalmann & Co. Inc., a subsidiary of Ladenburg Thalmann Financial Services Inc. (NYSE MKT: LTS), acted as the sole underwriter for the offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Copies of the final prospectus relating to this offering may be obtained from Ladenburg Thalmann & Co., Inc., 570 Lexington Avenue, 11<sup>th</sup> Fl., New York, NY 10022, (212) 409-2000 or by accessing the SEC's website, [www.sec.gov](http://www.sec.gov) or by emailing Collectar Biosciences, Inc. via [ir@collectar.com](mailto:ir@collectar.com).

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## **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 Delivery 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](http://www.collectarbiosciences.com).

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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, 2015. 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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