## FORM 4

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

| OMB APPROVAL             |           |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|
| DMB Number:              | 3235-0287 |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |
| ours per response        |           |  |  |  |  |  |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (Print or Ty  | pe Response | es)                                    |                             |  |   |   |                        |           |   |   |  |  |   |  |                                     |
|---|-------------|--|-----------------------------|--|---|---|------------------------|-----------|---|---|--|--|---|--|-------------------------------------|
| 1. Name and Address of Reporting Person * Friend John E. II   |             |  |                             |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Cellectar Biosciences, Inc. [CLRB] |   |                        |           |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner   |  |  |   |  |                                     |
| (Last) (First) (Middle)<br>C/O CELLECTAR BIOSCIENCES, INC., 3301<br>AGRICULTURE DRIVE               |             |  |                             |  | 3. Date of Earliest Transaction (Month/Day/Year) 04/17/2017                           |   |                        |           |   | X Officer (give title below) Other (specify below)  VP, Chief Medical Officer   |  |  |   |  |                                     |
| (Street)  |             |  |                             | 4.   | 4. If Amendment, Date Original Filed(Month/Day/Year)                                  |   |                        |           |   | 6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person  Form filed by More than One Reporting Person |  |  |   |  |                                     |
| MADISO  | N, WI 537   | '16                                    |                             |  |   |   |                        |           |   |   | Form file                                  | ed by More than                        | One Reporting   | Person                                   |                                     |
| (City   | r)          | (State)                                | (Zip)                       |  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned      |   |                        |           |   |   |  |  |   |  |                                     |
| 1.Title of Security<br>(Instr. 3)   |             | 2. Transaction<br>Date<br>(Month/Day/Y | ear) Ex                     | A. Deemed xecution Date, if by Month/Day/Year) | if Code<br>(Instr. 8)   |   | A                      |           | d 5. Amount of Securities D Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) |   |  | 6.<br>Ownership<br>Form:<br>Direct (D) | Beneficial  |  |                                     |
|   |             |  |                             | (IV.   | donui/Day/Tear)   | Code  | V                      | Amour     | or (D)  |   | Ì  | (msu. 5 and 4)                         |   |  | Ownership<br>(Instr. 4)             |
| Common  | stock       |  | 04/17/2017                  |  |   | A   |                        | 100,00    | 0 A   | \$ 0  | 100,000                                    | )                                      |   | D  |                                     |
| Reminder:   | Report on a | separate line                          | for each class of           | securiti                                       | ies beneficially of   | owned dire  | etly o                 | or        |   |   |  |  |   |  |                                     |
| indirectly.   |             |  |                             |  | ,   |   |                        |           |   |   |  |  |   |  |                                     |
|   |             |  |                             |  |   |   | conf                   | tained ir | this t  | form a  | re not req                                 | uired to re                            | nformation<br>espond un<br>ntrol numb                                       | iless                                    | EC 1474 (9-<br>02)                  |
| 1. Title of 2. 3. Transaction 3A. Deemed  |             |  | (e.g.                       | e.g., puts, calls, warrants, op                |   |   | and Expiration Date An |           |   | •   |  |  | ve Owner  | 11. Nat<br>of Indir<br>Benefic           |                                     |
| (Instr. 3) Price of Derivative Security   |             |  |                             | Day/Yea  | Year) (Instr. 8)  | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                        |           | ,   | Se  | curities<br>astr. 3 and                    | (Instr. 5)                             | Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 4) | Derivation Security Direct ( or Indirect | Owners<br>y: (Instr. 4<br>D)<br>ect |
|   |             |  |                             |  | Code V  | (A) (D)   | Dat<br>Exe             | -         | Expirat<br>Date   | ion Ti  | Amount<br>or<br>tle Number<br>of<br>Shares |  |   |  |                                     |
| Repor   | ting O      | wners                                  |                             |  |   |   |                        |           |   |   |  |  |   |  |                                     |
| Ren   | orting Own  | er Name / A                            | ddress                      |  | I   | Relationsh  | ips                    |           |   |   | ]  |  |   |  |                                     |
| Reporting Owner Name / Address Direct   |             | irector                                | tor 10% Owner Officer Other |  |   |   |                        |           |   |   |  |  |   |  |                                     |
| Friend John E. II<br>C/O CELLECTAR BIOSCIENCES, INC.<br>3301 AGRICULTURE DRIVE<br>MADISON, WI 53716 |             |  |                             |  | VP, Chie  | f Me  | edical O               | fficer    |   |   |  |  |   |  |                                     |
| Signat  | tures       |  |                             |  |   |   |                        |           |   |   | 1  |  |   |  |                                     |

## **Explanation of Responses:**

/s/ Chad Kolean, attorney-in-fact for John E. Friend II

Signature of Reporting Person

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

04/18/2017

Date

(1) Common stock grant that vests in equal annual increments over a period of three years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

| Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB nu | mber. |
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