
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: July 12, 2018
(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, Wisconsin 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS

Effective at the close of business on July 16, 2018, we amended our Second Amended and Restated Certificate of Incorporation (the “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 will be approximately 1,800,429 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 and warrants and the associated exercise or conversion prices will be adjusted accordingly for the Reverse Split.

At our special meeting of stockholders, discussed in Item 5.07 below, 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 sole discretion. Our board of directors authorized the ratio of the Reverse Split on July 9, 2018 subject to stockholder approval.

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

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On July 12, 2018, we convened a special meeting of stockholders (the “Meeting”) at the Bridgewater Marriott in Bridgewater, New Jersey. A total of 17,708,558 shares of our common stock outstanding as of June 8, 2018, the record date for the Meeting, were eligible to receive notice of and vote at the Meeting. A quorum of stockholders holding 14,836,225 shares were present, voting in person or by proxy.

Two proposals were on the agenda for stockholder approval:

Proposal 1 – Approval of an amendment to our Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of our issued and outstanding shares of common stock at a split ratio between 1:5 and 1:10, which ratio will be selected at the sole discretion of our Board of Directors and providing that our Board of Directors may abandon the reverse stock split in its sole discretion.

The voting at the Meeting was as follows:

For	Against	Abstain
10,733,121	3,142,567	960,537

The stockholders approved Proposal 1.

Proposal 2 – Approval of adjournment of the special meeting, if necessary, to seek additional proxies

As a result of the approval of Proposal 1, a vote on Proposal 2 was not taken at the Meeting.

ITEM 7.01 REGULATION FD DISCLOSURE

On July 13, 2018, 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>
<u>3.1</u>	<u>Certificate of Amendment of Second Amended and Restated Certificate of Incorporation of Collectar Biosciences, Inc.</u>
<u>99.1</u>	<u>Press release dated July 13, 2018, entitled "Collectar Announces 1-for-10 Reverse Stock Split"</u>

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: July 13, 2018

CELLECTAR BIOSCIENCES, INC.

By: /s/ Brian M. Posner

Name: Brian M. Posner

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF
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, as follows.

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 \$.00001 per share issued and outstanding immediately prior to the Effective Time (the “Old Common Stock”), shall be reclassified into 1/10 shares of Common Stock, par value \$.00001 per share (the “New Common Stock”), such New Common Stock to have the rights and powers set forth in the Second Amended and Restated Certificate of Incorporation and under the General Corporation Law of the State of Delaware (the “Reverse Split”). All shares of New Common Stock issued to any holder of Old Common Stock as a result of the Reverse Split shall be aggregated for the purpose of determining the number of shares of New Common Stock to which such holder shall be entitled, and no fractional shares shall be issued in connection with the Reverse Split.

Any stockholder who would otherwise be entitled to receive a fractional share of New Common Stock as a result of the Reverse Split 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 Old Common Stock shall be deemed for all purposes to evidence ownership of and to represent that number of shares of New 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 New Common Stock issued in respect of the Old 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 July 16, 2018.

IN WITNESS WHEREOF, Collectar Biosciences, Inc. has caused this Certificate of Amendment to be executed by the undersigned officer as of July 13, 2018.

/s/ James V. Caruso
James V. Caruso, Chief Executive Officer

Collectar Announces 1-for-10 Reverse Stock Split

Madison, Wis. (July 13, 2018) – Collectar Biosciences, Inc. (Nasdaq: CLRB), a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of targeted treatments for cancer, announces a 1-for-10 reverse split of its common stock, effective at the close of business today.

Stockholders approved the reverse stock split at Collectar’s special meeting of stockholders held on July 12, 2018. On July 9, 2018, Collectar’s Board of Directors approved the implementation of the reverse stock split and determined the appropriate reverse stock split to be a ratio of 1-for-10, subject to stockholder approval.

Shares of Collectar’s common stock will trade on a post-split basis beginning on July 17, 2018. The Company’s ticker symbol, CLRB, will remain unchanged. The new CUSIP number for Collectar’s common stock post-reverse split will be 15117F500.

At the effective time of the reverse stock split, every 10 shares of Collectar’s issued and outstanding common stock will automatically be combined and converted into 1 issued and outstanding share of common stock without any change in the par value of the shares. This will reduce the outstanding common shares of Collectar from approximately 18 million to approximately 1.8 million. Proportional adjustments will also be made to the shares issuable in connection with Collectar’s outstanding stock options and warrants.

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 will receive a cash payment in lieu of a fractional share. Please direct any questions you might have regarding the reverse split 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 focused on the discovery, development and commercialization of drugs for the treatment of cancer. The company plans to develop proprietary drugs independently and through research and development (R&D) collaborations. The core drug development strategy is to leverage our PDC platform to develop therapeutics that specifically target treatment to cancer cells. Through R&D collaborations, the company’s strategy is to generate near-term capital, supplement internal resources, gain access to novel molecules or payloads, accelerate product candidate development and broaden our proprietary and partnered product pipelines.

The company's lead PDC therapeutic, CLR 131, is in a Phase 1 clinical study in patients with relapsed or refractory (R/R) MM and a Phase 2 clinical study in R/R MM and a range of B-cell malignancies. The company is currently initiating a Phase 1 study with CLR 131 in pediatric solid tumors and lymphoma, and is planning a second Phase 1 study in combination with external beam radiation for head and neck cancer. The company's product pipeline also includes two preclinical PDC chemotherapeutic programs (CLR 1700 and 1900) and partnered assets include PDCs from multiple R&D collaborations.

For more information please visit www.cellectar.com.

Forward-Looking Statement Disclaimer

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, the volatile market for priority review vouchers, 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, 2017. 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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