FORM 4

### **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

affirmative defen 10b5-1(c). See li	se conditions of Rule nstruction 10.			
1. Name and Addre	ess of Reporting Pe	rson*	2. Issuer Name and Ticker or Trading Symbol Cellectar Biosciences, Inc. [ CLRB ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner
(Last) (First) (Middle) C/O CELLECTAR BIOSCIENCES, INC.		, ,	3. Date of Earliest Transaction (Month/Day/Year) 06/14/2024	X Officer (give title Other (specify below)  President and CEO
100 CAMPUS DRIVE  (Street)  FLORHAM PARK  NJ  07932			4. If Amendment, Date of 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
(City)	(State)	(Zip)		

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. Execution Date, if any (Month/Day/Year) 8)					4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (In 8)		5. Number Derivative Securities Acquired Disposed (Instr. 3, 4	e s (A) or l of (D)	Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock option (right to buy)	\$2.65	06/14/2024 <sup>(1)</sup>		A		900,000		(2)	12/15/2033	Common Stock	900,000	\$0	900,000	D	

### Explanation of Responses:

- 1. This option was contingently granted on December 15, 2023, subject to approval by Cellectar's stockholders of Cellectar's amended 2021 Stock Incentive Plan at Cellectar's 2024 Annual Meeting of Stockholders. Such stockholder approval was obtained on June 14, 2024.
- 2. This option shall vest over a period of three years from December 15, 2023, with 1/3 vesting on the first anniversary of December 15, 2023 and the remainder vesting in 24 equal monthly installments over a 24-month period beginning on the first anniversary of December 15, 2023.

/s/ Christina Blakley, attorney-infact for James V. Caruso

\*\* Signature of Reporting Person Date

06/18/2024

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.