

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 (Date of earliest event reported): August 16, 2023

Collectar 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 No.)

100 Campus Drive, Florham Park, NJ, 07932
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (608) 441-8120

N/A
(Former Name or Former Address, if Changed Since Last Report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.00001 per share	CLRB	The Nasdaq Capital Market

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 16, 2023, Collectar Biosciences, Inc. (the "Company") received notice from Nasdaq which indicated that under Nasdaq Listing Rule 5550(b)(1), the Company is required to maintain a minimum of \$2,500,000 in stockholders' equity for continued listing. In the Company's Form 10-Q for the period ended June 30, 2023, the Company reported stockholders' equity was \$(467,004). The notice does not have any immediate impact on the listing of the Company's stock on Nasdaq.

In accordance with the Nasdaq Listing Rules, the Company has 45 calendar days, or until September 30, 2023, to submit a plan to regain compliance with the stockholders' equity requirement, which the Company expects submit for Nasdaq's consideration in a timely manner. If the plan is accepted, Nasdaq may grant the Company an extension period of up to 180 calendar days from the date of the deficiency notice, or until February 12, 2024, to regain compliance. There can be no assurance that the Company's plan to regain compliance will be accepted, or if accepted, that the Company will attain compliance with the stockholders' equity continued listing requirement during any extension period that Nasdaq may grant. If the Nasdaq chooses not to accept the Company's plan, or if the Company is unable to regain compliance within any extension period granted by Nasdaq, then the result would be the issuance of a delisting determination. The Company would at that time have the option to request a hearing before a Nasdaq Hearings Panel

to present its plan to regain compliance and to request a further extension period to regain compliance. The request for a hearing would stay any delisting action.

SIGNATURES

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.

CELLECTAR BIOSCIENCES, INC.

Date: August 21, 2023

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