

Registration No. 333-

(Exact name of registrant as specified in its charter)

Amount of

Title of Each Class of Securities to be Registered (1)	Aggregate Offering Price (1)(2)	Registration Fee (2)
Common Stock, par value \$0.00001 per share	\$	\$
Preferred Stock, par value \$0.00001 per share		
Common Stock issuable upon conversion of Preferred Stock (3)		
Warrants to purchase Common Stock		
Common Stock issuable upon exercise of Warrants		
Total	\$ 5,520,000	\$ 688

(1) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price.

(2) Represents only the additional number of securities being registered. Does not include the securities that the registrant previously registered on the registration statement on Form S-1 (File No. 333-225675).

(3) No separate fee is required pursuant to Rule 457(i) under the Securities Act.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinion and consents solely to register up to an aggregate of \$5,520,000 in (i) additional shares of common stock, par value \$0.00001 per share each with a warrant to purchase one share of common stock, (ii) additional Series C convertible preferred stock, par value \$0.00001 per share (the “Series C Preferred Stock”) each with warrants to purchase a number of shares of common stock equal to \$10,000 divided by the conversion price of the Series C Preferred Stock, (iii) shares of common stock issuable upon conversion of the additional shares of Series C Preferred Stock and (iv) shares of Common Stock issuable upon exercise of the warrants. The contents of the Registration Statement on Form S-1 (Registration No. 333-225675), as amended, including the exhibits and power of attorney thereto, which was declared effective by the Securities and Exchange Commission on July 26, 2018, are incorporated by reference in this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Madison, State of Wisconsin, on July 26, 2018.

CELLECTAR BIOSCIENCES, INC.

By: /s/ Brian Posner
Brian Posner
Vice President and Chief Financial Officer

Signature	Title	Date
* James V. Caruso	Chief Executive Officer and Director (<i>principal executive officer</i>)	July 26, 2018
<u>/s/ Brian Posner</u> Brian Posner	Chief Financial Officer (<i>principal financial officer and principal accounting officer</i>)	July 26, 2018
* Frederick W. Driscoll	Director	July 26, 2018
* Stephen A. Hill	Director	July 26, 2018
* Stefan D. Loren, Ph.D.	Director	July 26, 2018
* John Neis	Director	July 26, 2018
* Douglas J. Swirsky	Director	July 26, 2018

* /s/ Brian Posner as attorney-in-fact.

EXHIBIT INDEX

Exhibit No.	Description	Incorporated by Reference		
		Form	Filing Date	Exhibit No.
<u>5.1</u>	<u>Legal Opinion of Michael Best & Friedrich LLP*</u>			
<u>23.1</u>	<u>Consent of Michael Best & Friedrich LLP (included in Exhibit 5.1)*</u>			
<u>23.2</u>	<u>Consent of Baker Tilly Virchow Krause, LLP*</u>			
<u>24.1</u>	<u>Powers of Attorney (included on signature page)</u>	<u>S-1</u>	<u>June 15, 2018</u>	<u>24.1</u>

* Filed herewith.



July 26, 2018

Cellectar Biosciences, Inc.
3301 Agriculture Drive
Madison, Wisconsin 53716

Re: S-1 Registration Statement

Ladies and Gentlemen:

We have acted as counsel to Cellectar Biosciences, Inc., a Delaware corporation (the “Company”), in connection with the registration statement on Form S-1 (File No. 333-225675) filed with the Securities and Exchange Commission (the “Commission”) on June 15, 2018, as amended, and the registration statement filed by the Company with the Commission on July 26, 2018 pursuant to Rule 462(b) (collectively, the “Registration Statement”), relating to the registration under the Securities Act of 1933, as amended (the “Act”), of up to \$5,520,000 in Securities (as defined below), which may include (i) shares of common stock, \$0.00001 par value per share (“Common Stock”) to be issued (such shares of Common Stock, the “Shares”); (ii) Series E warrants (the “Warrants”) representing rights to purchase additional shares of Common Stock (the “Warrant Shares”); (iii) Warrant Shares issued upon exercise of the Warrants; (iv) shares of Series C preferred stock, \$0.00001 par value per share (the “Preferred Stock” and such shares of Preferred Stock to be issued, the “Preferred Shares”) convertible at any time at the holder’s option into shares of Common Stock (the “Conversion Shares”); and (v) Conversion Shares issued upon conversion of the Preferred Shares. The Shares, the Warrants, the Warrant Shares, the Preferred Shares and the Conversion Shares are collectively referred to hereunder as the “Securities”).

In connection with this opinion, we have examined and relied upon originals, or copies certified to our satisfaction, of such records, documents, certificates, opinions, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently sought to verify such matters.

In rendering the opinions set forth herein, we have reviewed originals or copies, certified or otherwise identified to our satisfaction, of such other documents, corporate records, instruments, agreements, certificates and public records, and we have made such inquiries of the officers of the Company and have investigated such matters of law as we deemed to be necessary to form a basis for the opinions expressed herein. We have relied upon and assumed: (i) the genuineness of all signatures of persons signing all documents in connection with which this opinion is rendered; (ii) the authenticity of all documents submitted to us as originals; (iii) the conformity to authenticated original documents of all documents presented to us as certified, conformed, telefaxed or reproduced copies (iv) that the Registration Statement, and any amendments thereto (including post-effective amendments), will have become effective under the Act; (v) that a Prospectus Supplement will have been filed with the Commission describing the Securities offered thereby; (vi) that the Securities will be issued and the Securities will be sold in compliance with applicable U.S. federal and state securities laws and in the manner stated in the Registration Statement and the applicable Prospectus Supplement; (vii) that a definitive purchase, underwriting, subscription, placement agency or similar agreement with respect to any Securities offered will have been duly authorized and validly executed and delivered by the Company and the other parties thereto; (viii) that any Securities issuable upon conversion, exchange, redemption or exercise of any Securities being offered will be duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange, redemption or exercise; (ix) with respect the Shares and Preferred Shares offered, that there will be sufficient shares of Common Stock or Preferred Stock authorized under the Company’s organizational documents that are not otherwise reserved for issuance; and (x) the legal capacity of all natural persons. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

Based upon and subject to the foregoing, it is our opinion that:

1. With respect to the Shares to be sold by the Company, when both: (a) the Board of Directors of the Company or a duly constituted and acting committee thereof (such Board of Directors or committee being hereinafter referred to as the "Board") has taken all necessary corporate action to approve the issuance and the terms of the offering of the Shares and related matters; and (b) certificates representing the Shares have been duly executed, countersigned, registered and delivered in accordance with the definitive underwriting agreement approved by the Board upon payment of the consideration therefor (not less than the par value of the Common Stock) provided for therein, then the Shares will be validly issued, fully paid and nonassessable.
 2. With respect to the Preferred Shares, when both: (a) the Board has taken all necessary corporate action to approve the issuance and terms of the Preferred Shares, the terms of the offering thereof, and related matters; and (b) certificates representing the Preferred Shares have been duly executed, countersigned, registered and delivered in accordance with the definitive underwriting agreement approved by the Board, upon payment of the consideration therefor (not less than the par value of the Preferred Stock) provided for therein, then the Preferred Shares will be validly issued, fully paid and nonassessable.
 3. With respect to the Conversion Shares, when all necessary actions have been taken by the Company and the holder of Preferred Shares to effect a conversion of the Preferred Shares into shares of Common Stock, including payment of the conversion price therefor, then the Conversion Shares will be validly issued, fully paid and nonassessable.
 4. With respect to the Warrants, when both: (a) the Board has taken all necessary corporate action to approve the issuance and terms of the Warrants and related matters; and (b) the Warrants have been duly executed and delivered against payment therefor, pursuant to the definitive underwriting agreement duly authorized, executed and delivered by the Company, and the certificates for the Warrants have been duly executed and delivered by the Company, then the Warrants will be validly issued and will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.
 5. With respect to the Warrant Shares, when all necessary actions have been taken by the holder of Warrants to effect an exercise of the Warrants to purchase shares of Common Stock, then the Warrant Shares, including payment of the exercise price therefor, will be validly issued, fully paid and nonassessable.
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Our opinion that any document is legal, valid and binding is qualified as to:

- a. limitations imposed by bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium or other laws relating to or affecting the rights of creditors generally;
- b. rights to indemnification and contribution, which may be limited by applicable law or equitable principles; and
- c. general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing, and the possible unavailability of specific performance or injunctive relief and limitation of rights of acceleration, regardless of whether such enforceability is considered in a proceeding in equity or at law.

We express no opinion as to the laws of any jurisdiction other than the federal laws of the United States of America and the General Corporation Law of the State of Delaware. We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the heading "Legal Matters" in the Prospectus. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving such consent, we do not thereby concede that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

This opinion letter is given as of the date hereof, and we express no opinion as to the effect of subsequent events or changes in law occurring or becoming effective after the date hereof. We assume no obligation to update this opinion letter or otherwise advise you with respect to any facts or circumstances or changes in law that may hereafter occur or come to our attention (even though the change may affect the legal conclusions stated in this opinion letter).

[Signature Page Follows]

July 26, 2018
Collectar Biosciences, Inc.
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Very truly yours,

MICHAEL BEST & FRIEDRICH LLP

/s/ Michael Best & Friedrich LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 21, 2018, with respect to the consolidated financial statements of Collectar Biosciences, Inc. and Subsidiary included in the Annual Report on Form 10-K for the years ended December 31, 2017 and 2016, which are incorporated by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) under the Securities Act of 1933. We consent to the incorporation by reference of the aforementioned report in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) under the Securities Act of 1933, and to the use of our name as it appears under the caption "Experts."

/s/ BAKER TILLY VIRCHOW KRAUSE, LLP

Baker Tilly Virchow Krause, LLP

Madison, Wisconsin
July 26, 2018
