

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 8)*

Cellectar Biosciences, Inc.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

15117F500

(CUSIP Number)

12/31/2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 15117F500

1	Names of Reporting Persons Rosalind Advisors, Inc.
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization ONTARIO, CANADA

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 7,472,745.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 7,472,745.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 7,472,745.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.9 %	
12	Type of Reporting Person (See Instructions)	

Comment for Type of Reporting Person: This percentage is calculated based upon 65,301,224.00 shares of the Issuer's common stock outstanding as of January 27, 2025, in accordance with Issuer's S1 filed on January 29, 2025, and preferred shares converted by Rosalind Master Fund L.P. However, the securities reported in rows (6), (8), and (9) show the number of shares of Common Stock that would be issuable upon full conversion and exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers (as defined below), is less than the number of securities reported in rows (6), (8), and (9). Pursuant to the terms of the certificate of designations containing the terms of the Reported Preferred Stock, the Reporting Persons cannot convert the Reported Preferred Stock to the extent the Reporting Persons would beneficially own, after any such conversion, more than 9.99% of the outstanding shares of Common Stock (the Preferred Stock Blockers) and the percentage set forth in Row 11 of the cover page for each Reporting Person gives effect to the Blockers. Consequently, as of the date of the event which requires the filing of this statement, the Reporting Persons were not able to exercise all of the Reported Preferred Stock or any of the Reported Warrants due to the Blockers.

(6) 502,320 shares of Common Stock issuable upon conversion of Preferred Stock
6,970,425 shares of Common Stock issuable upon exercise of warrants

SCHEDULE 13G

CUSIP No.	15117F500
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1	Names of Reporting Persons SALAMON STEVEN A J	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization ONTARIO, CANADA	
Number of Shares Beneficially Owned by Each Reporting Person	5	Sole Voting Power 0.00
	6	Shared Voting Power 7,472,745.00
	7	Sole Dispositive Power

Person With:		0.00
	8	Shared Dispositive Power 7,472,745.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 7,472,745.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.9 %	
12	Type of Reporting Person (See Instructions)	

Comment for Type of Reporting Person: (6) 502,320 shares of Common Stock issuable upon conversion of Preferred Stock
6,970,425 shares of Common Stock issuable upon exercise of warrants

SCHEDULE 13G

CUSIP No.	15117F500
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1	Names of Reporting Persons Aharon Gil	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization ONTARIO, CANADA	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 3,900.00
	6	Shared Voting Power 7,472,745.00
	7	Sole Dispositive Power 3,900.00
	8	Shared Dispositive Power 7,472,745.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 7,472,745.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.9 %	
12	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: (6) 502,320 shares of Common Stock issuable upon conversion of Preferred Stock
6,970,425 shares of Common Stock issuable upon exercise of warrants

SCHEDULE 13G

CUSIP No. 15117F500

1	Names of Reporting Persons Rosalind Master Fund L.P.	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization CAYMAN ISLANDS	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 5,592,395.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 5,592,395.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 5,592,395.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 7.7 %	
12	Type of Reporting Person (See Instructions) PN	

Comment for Type of Reporting Person: (6)502,320 shares of Common Stock issuable upon conversion of Preferred Stock
5,090,075 shares of Common Stock issuable upon exercise of warrants

SCHEDULE 13G

CUSIP No. 15117F500

1	Names of Reporting Persons Rosalind Opportunities Fund I L.P.	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	

3	Sec Use Only	
4	Citizenship or Place of Organization CAYMAN ISLANDS	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 1,880,350.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,880,350.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,880,350.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 2.6 %	
12	Type of Reporting Person (See Instructions) PN	

Comment for Type of Reporting Person: (6) 1,880,350 shares of Common Stock issuable upon exercise of warrants

SCHEDULE 13G

Item 1.

(a) Name of issuer:

Cellectar Biosciences, Inc.

(b) Address of issuer's principal executive offices:

100 CAMPUS DRIVE, 100 CAMPUS DRIVE, FLORHAM PARK, NEW JERSEY, 07932.

Item 2.

(a) Name of person filing:

Rosalind Advisors, Inc. (Advisor to RMF and ROFI)
Rosalind Master Fund L.P. (RMF)
Rosalind Opportunities Fund I LP (ROFI)
Steven Salamon (President)
Steven Salamon is the portfolio manager of the Advisor which advises RMF.
Gilad Aharon is the portfolio manager and member of the Advisor which advises RMF.

(b) Address or principal business office or, if none, residence:

Address of the Principal Office or, if none, residence
Rosalind Advisors, Inc. and Rosalind Opportunities Fund I L.P.
15 Wellesley Street West
Suite 326
Toronto, Ontario
M4Y 0G7 Canada

Rosalind Master Fund L.P.
P.O. Box 309
Ugland House, Grand Cayman
KY1-1104, Cayman Islands

Steven Salamon
15 Wellesley Street West
Suite 326

Toronto, Ontario
M4Y 0G7 Canada

Gilad Aharon
15 Wellesley Street West
Suite 326
Toronto, Ontario
M4Y 0G7 Canada

(c) **Citizenship:**

Mr. Salamon and Mr. Aharon are citizens of Canada, resident in Ontario

(d) **Title of class of securities:**

Common Shares

(e) **CUSIP No.:**

15117F500

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) **Amount beneficially owned:**

Amount beneficially owned:

Rosalind Master Fund L.P. is the record owner of no common stock.
Rosalind Opportunities Fund I L.P. is the record owner of no common stock.
Rosalind Advisors, Inc. is the investment advisor to RMF and may be deemed to be the beneficial owner of shares held by RMF.
Steven Salamon is the portfolio manager of the Advisor and may be deemed to be the beneficial owner of shares held by RMF.
Notwithstanding the foregoing, the Advisor and Mr. Salamon disclaim beneficial ownership of the shares.

(b) **Percent of class:**

Rosalind Advisors, Inc. ? 9.9%
Rosalind Master Fund L.P. ? 7.7%
Rosalind Opportunities Fund I L.P. - 2.6%
Steven Salamon ? 9.9%
Gilad Aharon ? 9.9%
%

(c) **Number of shares as to which the person has:**

(i) **Sole power to vote or to direct the vote:**

Gilad Aharon ? 3,900

(ii) **Shared power to vote or to direct the vote:**

0

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Rosalind Advisors, Inc.

Signature: Steven Salamon

Name/Title: President

Date: 02/03/2025

SALAMON STEVEN A J

Signature: Steven Salamon

Name/Title: Steven Salamon

Date: 02/03/2025

Aharon Gil

Signature: Gil Aharon

Name/Title: Gil Aharon

Date: 02/03/2025

Rosalind Master Fund L.P.

Signature: Mike McDonald

Name/Title: Director, Rosalind (Cayman) Ltd. (as General Partner to Rosalind Master Fund)

Date: 02/03/2025

Rosalind Opportunities Fund I L.P.

Signature: Steven Salamon

Name/Title: Director, Rosalind Opportunities Fund I GP, Inc. (as
General Partners to Rosalind Opportunities Fund I)

Date: 02/03/2025

Exhibit A
Joint Filing Agreement

The undersigned hereby agree that this Statement on Schedule 13G/A with respect to the beneficial ownership of shares of Common Stock of Collectar Biosciences, Inc. is filed jointly, on behalf of each of them.

Rosalind Advisors, Inc.

By: _____

Name: Steven Salamon

Title: President

Rosalind Master Fund L.P.

By: _____

Name: Mike McDonald

Title: Director, Rosalind (Cayman) Ltd. (as General Partner to Rosalind Master Fund)

By: _____

Name: Steven Salamon

Rosalind Opportunities Fund I L.P.

By: _____

Name: Steven Salamon

Title: Director, Rosalind Opportunities Fund I GP, Inc. (as General Partners to Rosalind Opportunities Fund I)

NYC#: 139632.2