

FORM 5

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).
- ☐ Form 3 Holdings Reported
- ☒ Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person ² Hertzberg Richard			2. Issuer Name and Ticker or Trading Symbol Collectar Biosciences, Inc. [CLRB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☒ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)			
(Last) (First) (Middle) 1329 STRATFORD COURT			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2015						
(Street) DEL MAR, CA 92014			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (check applicable line) ☒ 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 Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Novelos Therapeutics, Inc. New (NVL T) ⁽¹⁾	12/05/2011		P5 ⁽²⁾	10,000 ⁽³⁾	A	\$ 12 ⁽⁴⁾	10,000 ⁽⁵⁾	D	
Collectar Biosciences, Inc. (CLRB) Common Stock	08/20/2014		P5	409,158	A	\$ 3.75	409,158 ⁽⁶⁾	D	
Collectar Biosciences, Inc. (CLRB) Common Stock	09/19/2014		P5 ⁽⁷⁾	20,000	A	\$ 2.67	20,000 ⁽⁸⁾	D	
Collectar Biosciences, Inc. (CLRB) Common Stock	10/03/2014		P5	10,000	A	\$ 2.25	10,000 ⁽⁹⁾	D	
Collectar Biosciences, Inc. (CLRB) Common Stock	12/08/2015		P4	10,000	A	\$ 0.9225	10,000 ⁽¹⁰⁾	D	
Collectar Biosciences, Inc. (CLRB) Common Stock	12/11/2015		P4	16,250	A	\$ 0.924	16,250 ⁽¹¹⁾	D	
Collectar Biosciences, Inc. (CLRB) Common Stock	12/16/2015		P4	19,592	A	\$ 0.91	19,592 ⁽¹²⁾	D	
Collectar Biosciences, Inc. (CLRB) Common Stock	12/22/2015		P4	5,000	A	\$ 0.91	5,000 ⁽¹³⁾	D	
Collectar Biosciences, Inc. (CLRB) Common Stock	12/24/2015		P4	50,000	A	\$ 0.79	50,000 ⁽¹⁴⁾	D	
Collectar Biosciences, Inc. (CLRB) Common Stock	12/28/2015		P5	75,000	A	\$ 0.72	75,000 ⁽¹⁵⁾	D	

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Collectar Biosciences, Inc. Warrant 12/5/2011 ⁽¹⁶⁾	\$ 12	12/11/2011		P	10,000		12/06/2011	12/05/2016	Collectar Biosciences, Inc. (CLRB) Common Stock	10,000 ⁽¹⁷⁾	\$ 0.0002 ⁽¹⁸⁾	10,000 ⁽¹⁹⁾	D	
Collectar Biosciences Inc. Warrant (CLRBW)	\$ 4.68	08/20/2014		P	409,158		08/21/2014	08/20/2019	Collectar Biosciences, Inc. (CLRB) Common Stock	409,158	\$ 0.01	409,158 ⁽²⁰⁾	D	

Reporting Owners

Reporting Owner Name / Address Hertzberg Richard 1329 STRATFORD COURT DEL MAR, CA 92014	Relationships			
	Director	10% Owner	Officer	Other
		X		

Signatures

Richard Hertzberg	06/14/2016
²² Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Novelos Therapeutics, Inc. New was the precursor company to Collectar Biosciences, Inc.. The corporation name was changed from Novelos Therapeutics, Inc. to Collectar Biosciences, Inc. on February 11, 2014. The purchase included at Column 4 of this Form 5 are stated as new shares post the aforementioned reverse stock split.
- (2) The purchase of shares of NVLT in 2011 did not result in a reporting requirement. The inclusion of this data on this Form 5 is to ensure the completeness of reporting. There was no requirement to report this information until A
- (3) As explained in footnote 1 of this Form 5, 10,000 shares represents the number of shares related to this purchase stated subsequent to the Collectar reverse split of June 13, 2014.
- (4) The \$12.00 per share price of these securities is stated based upon the after reverse stock split of June 13, 2014. The original number of shares purchased on December 5, 2011 was 200,000 shares at a price of \$0.60 per share. N
- (5) No shares from this lot have been sold or distributed since the original acquisition of December 5, 2011. Thus, at December 31, 2015 10,000 shares of this lot were beneficially owned. The total number of shares of CLRB bene
- (6) None of the 409,158 shares purchased in Collectar Biosciences, Inc. public offering have been sold or otherwise distributed as of the end of the fiscal year for this report, December 31, 2015. Thus, 409,158 shares of this lot are
- (7) Purchase of 20,000 shares on 9/19/2014 made on open market, NASDAQ exchange.
- (8) None of the 20,000 shares purchased on 9/19/2014 have been sold or otherwise distributed. Thus, all of the 20,000 shares in this lot were beneficially owned at December 31, 2015. The total number of beneficially owned shares
- (9) None of the 10,000 shares of Collectar Biosciences, Inc. purchased on the open market, NASDAQ, on October 3, 2014 have been sold or otherwise distributed. Thus, at the end of the fiscal year December 31, 2015 all 10,000 sh
- (10) None of the 10,000 shares purchased on the NASDAQ exchange on 12/8/2015 have been sold or otherwise distributed. Thus, all of the 10,000 shares in this lot were beneficially owned at the end of the fiscal year December 31,

- (11) None of the 16,250 shares purchased on the NASDAQ exchange on 12/11/2015 have been sold or otherwise distributed. Thus as of the end of the year reporting date of December 31, 2015 all 16,250 shares in this lot are beneficially owned by the filer.
- (12) None of the 19,592 shares purchased on NASDAQ on 12/16/2015 have been sold or otherwise distributed. Thus, at 12/31/2015 all of the 19,592 shares in this lot were beneficially owned. The total number of Collectar Biosciences, Inc. shares owned at 12/31/2015 was 625,000 shares inclusive of this lot of 19,592 shares.
- (13) None of the 5,000 shares purchased on 12/22/2015 have been sold or otherwise distributed. Thus, the total number of Collectar Biosciences, Inc. shares owned at 12/31/2015 was 625,000 shares inclusive of this lot of 5,000 shares.
- (14) None of the 50,000 Collectar Biosciences, Inc. shares purchased on 12/24/2015 on the NASDAQ exchange have been sold or otherwise distributed. Thus at 12/31/2015 all of the 50,000 shares included in this lot are beneficially owned by the filer.
- (15) None of the 75,000 shares of Collectar Biosciences, Inc. purchased on NASDAQ on 12/28/2015 have been sold or otherwise distributed. Thus, the total number of Collectar Biosciences Inc. shares beneficially owned on 12/31/2015 was 625,000 shares inclusive of this lot of 75,000 shares.
- (16) See Footnote 1. Novelos Therapeutics, Inc. was the precursor company to Collectar Biosciences, Inc.. The warrants included in the December 5, 2011 purchase have a termination date of December 5, 2016 with a current (12/31/2015) exercise price of \$0.00001 per warrant.
- (17) The number of shares is stated as the number of shares based upon the reverse split of June 13, 2014 in which the original number of shares/warrants held was reduced from 200,000 shares to 10,000 shares.
- (18) The total cost of the December 11, 2011 warrants priced into the public purchase of the at that time NVLT deal was \$2.00 for the, at that time, 200,000 warrants, a price of \$0.00001 per warrant, or as stated in after June 13, 2014.
- (19) None of the 10,000 warrants obtained at December 5, 2011 have been exercised, sold or otherwise distributed. At 12/31/2015 the total number of derivative securities beneficially owned was 419,158 warrants inclusive of 10,000 warrants.
- (20) None of the 409,158 Collectar Biosciences, Inc. warrants (CLRBW) purchased in Collectar Biosciences, Inc. public offering of August 20, 2014 has been exercised, sold or otherwise distributed. Thus all of the 409,158 CLRBW are beneficially owned by the filer.

Remarks:

The filing of this Form 5 is inclusive of all transactions and holdings of Richard Hertzberg of securities issued by Collectar Biosciences, Inc. (formerly Novelos Therapeutics, Inc.) for the period December 1, 2015 to December 31, 2015.

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

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