

CELLECTAR BIOSCIENCES, INC.

Reported by
NEIS JOHN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/16/17 for the Period Ending 11/14/17

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|-------------|--|
| Address | 3301 AGRICULTURE DRIVE MADISON, WI, 53716 |
| Telephone | 6084418120 |
| CIK | 0001279704 |
| Symbol | CLRB |
| Fiscal Year | 12/31 |

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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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 * NEIS JOHN (Last) (First) (Middle) C/O COLLECTAR BIOSCIENCES, INC., 3301 AGRICULTURE DRIVE (Street) MADISON, WI 53716 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Collectar Biosciences, Inc. [CLRB] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/14/2017</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|----------------|-----------------------------------|---------------------------|-----|---|------------|----------|---|--|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | | |
| Common Stock, par value \$0.00001 per share | 11/14/2017 | | S | (1) | 5214 | D | \$1.4942 | (2) | 626103 | I | See Footnote (3) |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: 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 | | | | |

Explanation of Responses:

- (1) Advantage Capital Wisconsin Partners I, Limited Partnership sold 5,214 shares which represented all of its Collectar holdings in order for the fund to make its final distributions and dissolve before the end of 2017.
- (2) The price reported in Column 4 of Line 1 with respect to the 5,214 shares sold on November 14, 2017 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.46 to \$1.53. The reporting person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in Footnote (2) to this Form 4.
- (3) These securities are held by Advantage Capital Wisconsin Partners I, Limited Partnership. Venture Investors LLC is the submanager and special limited partner of Advantage Capital Wisconsin Partners I, Limited Partnership. The investment decisions of Venture Investors LLC are made collectively by five managers, including the reporting person. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest herein.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NEIS JOHN C/O COLLECTAR BIOSCIENCES, INC. 3301 AGRICULTURE DRIVE MADISON, WI 53716 | X | | | |

Signatures

/s/ Christina Blakley, attorney-in-fact for John Neis

11/14/2017

** Signature of Reporting Person

Date

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.

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