

GALECTIN THERAPEUTICS INC
Form 8-K/A
December 19, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): December 14, 2017

GALECTIN THERAPEUTICS INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction

001-31791
(Commission

04-3562325
(IRS Employer

of Incorporation)

File Number)

Identification No.)

4960 PEACHTREE INDUSTRIAL BOULEVARD, STE 240

NORCROSS, GA 30071

(Address of principal executive office) (zip code)

Registrant's telephone number, including area code: (678) 620-3186

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))

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.

Explanatory Note

On December 18, 2017, Galectin Therapeutics Inc. filed a Current Report on Form 8-K (the "Original Report") to report on the voting results of its annual meeting of stockholders held on December 14, 2017. This Form 8-K/A is being filed as an amendment to the Original Report to correct an error set forth in Original Report's voting results with respect to the proposal to approve an amendment to Galectin Therapeutics Inc.'s Restated Articles of Incorporation to increase the number of authorized common voting shares from 50,000,000 to 100,000,000. This Form 8-K/A amends and restates in its entirety the Original Report.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2017 Annual Meeting of Stockholders held on December 14, 2017, the stockholders of Galectin Therapeutics Inc. (Galectin or the Company) elected each of the Company's directors that had been nominated to serve until the next annual meeting or until their successors are elected and have been qualified. The stockholders also (i) approved an amendment to the Company's Amended and Restated 2009 Incentive Compensation Plan to reserve an additional 1,000,000 shares for issuance under the plan and (ii) ratified the selection of Cherry Bekaert LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2017. The Company did not receive the requisite votes to approve the proposed amendment to the Company's Restated Articles of Incorporation to increase the number of authorized common voting shares from 50,000,000 to 100,000,000.

The final results of the voting on each matter of business at the 2017 Annual Meeting are as follows:

Election of Directors

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------------|------------|----------------|------------------|
| Gilbert Amelio, Ph.D. | 14,119,090 | 493,665 | 16,571,707 |
| Kevin D. Freeman | 14,311,923 | 300,832 | 16,571,707 |
| Marc Rubin, M.D. | 13,701,894 | 910,861 | 16,571,707 |
| Gilbert S. Omenn, M.D., Ph.D. | 14,105,710 | 507,045 | 16,571,707 |
| Joel Lewis | 14,306,647 | 306,108 | 16,571,707 |
| Richard E. Uihlein | 14,294,708 | 318,047 | 16,571,707 |
| Stephen Shulman | 14,252,648 | 360,107 | 16,571,707 |

Amendment to the Company's Restated Articles of Incorporation increasing the number of authorized common voting shares from 50,000,000 to 100,000,000

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 11,545,591 | 2,540,091 | 527,073 | 16,571,707 |

Amendment to the Company's Amended and Restated 2009 Incentive Compensation Plan to reserve an additional 1,000,000 shares for issuance under the plan

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 13,051,661 | 1,284,885 | 276,209 | 16,571,707 |

Ratification of the selection of Cherry Bekaert LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2017

| Votes For | Votes Against | Votes Abstain |
|------------|---------------|---------------|
| 30,681,322 | 358,753 | 144,387 |

Additionally, the holder of the Company's Series B Convertible Preferred Stock voted as a separate class to nominate and elect two directors (the Series B Directors). Mr. James Czirr and Dr. Theodore Zucconi were each re-elected as the Series B Directors, each to serve until the next annual meeting or until their successors are elected and have been qualified. The results of the voting for the Series B Directors are as follows:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|-----------|----------------|------------------|
| James C. Czirr | 3,789,346 | 0 | n/a |
| Theodore Zucconi | 3,789,346 | 0 | n/a |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Galectin Therapeutics Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Galectin Therapeutics Inc.

Date: December 19, 2017

By: /s/ Jack W. Callicutt
Jack W. Callicutt
Chief Financial Officer

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