

CLEVELAND BIOLABS INC
Form 424B3
February 03, 2010

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-143755

Prospectus Supplement No. 19
(to Prospectus dated December 10, 2007)

CLEVELAND BIOLABS, INC.
5,514,999 Shares

This Prospectus Supplement No. 19 supplements and amends the prospectus dated December 10, 2007 (the "Prospectus") relating to the offer and sale of up to 5,514,999 shares of our common stock, which may be offered from time to time by the selling stockholders identified in the Prospectus for their own accounts. This Prospectus Supplement is not complete without, and may not be delivered or used except in connection with the original Prospectus.

This Prospectus Supplement No. 19 includes the attached Form 8-K of Cleveland BioLabs, Inc., dated February 2, 2010, as filed by us with the Securities and Exchange Commission.

This Prospectus Supplement No. 19 modifies and supersedes, in part, the information in the Prospectus. Any information that is modified or superseded in the Prospectus shall not be deemed to constitute a part of the Prospectus, except as modified or superseded by this Prospectus Supplement No. 19. We may amend or supplement the Prospectus from time to time by filing amendments or supplements as required. You should read the entire Prospectus and any amendments or supplements carefully before you make an investment decision.

Investing in our common stock involves risk. See "Risk Factors" beginning on page 8 of the Prospectus, and on page 20 of the Form 10-K filed by us with the Securities and Exchange Commission on March 30, 2009.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if the Prospectus or this Prospectus Supplement No. 19 is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement No. 19 is February 3, 2010.

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: (Date of earliest event reported): February 2, 2010

CLEVELAND BIOLABS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-32954
(Commission File Number)

20-0077155
(I.R.S. Employer
Identification Number)

73 High Street, Buffalo, New York 14203
(Address of principal executive offices)

Registrant's telephone number, including area code: (716) 849-6810

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))
-

Item 8.01 Other Events

On February 2, 2010, Cleveland BioLabs, Inc. (the “Company”) notified holders of the Company’s Series D Convertible Preferred Stock, par value \$0.005 per share (the “Series D Preferred”) that the Series D Preferred will be automatically converted (the “Automatic Conversion”) into shares of the Company’s common stock, par value \$0.005 per share (“Common Stock”) on February 9, 2010. The Company delivered the notice of Automatic Conversion as a result of the satisfaction of certain conditions contained in Section 8(a) of the Certificate of Designation of Preferences, Rights and Limitations of Series D Convertible Preferred Stock, filed with the Secretary of State of Delaware on February 13, 2009, including that the closing sale price of the Company’s Common Stock on the NASDAQ Capital Market has exceeded 300% of the conversion price of the Series D Preferred (\$1.02) for 20 consecutive trading days.

As of the date hereof, there are 466.85 shares of Series D Preferred outstanding. These shares of Series D Preferred will convert into 4,576,979 shares of Common Stock in connection with the Automatic Conversion.

SIGNATURE

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

CLEVELAND BIOLABS, INC.

Date: February 2, 2010

By: /s/ Michael Fonstein
Michael Fonstein
President and Chief Executive
Officer
