

GALECTIN THERAPEUTICS INC
Form 10-K/A
September 28, 2018

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

FORM 10-K/A
Amendment No. 1

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2017

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission File No. 001-31791

GALECTIN THERAPEUTICS INC.

Nevada
(State or other jurisdiction)

04-3562325
(I.R.S. Employer)

| | |
|--|-----------------------------|
| of incorporation) | Identification No.) |
| 4960 Peachtree Industrial Blvd., Suite 240, Norcross, GA (Address of Principal Executive Offices) | 30071 (Zip Code) |
| (678) 620-3186 | |

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---|--|
| Common Stock, \$0.001 Par Value Per Share | The NASDAQ Capital Market |
| Units, each consisting of two shares of Common Stock and one Warrant to purchase one share of Common Stock | The NASDAQ Capital Market |
| Common Stock Purchase Warrants | The NASDAQ Capital Market |

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of June 30, 2017 was \$67 million.

The number of shares outstanding of the registrant's common stock as of March 16, 2018 was 37,569,866.

Explanatory Note

This Amendment No. 1 to the Annual Report on Form 10-K/A (this Amendment) amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the Original Report) filed by Galectin Therapeutics, Inc. with the Securities and Exchange Commission on March 29, 2018. This Amendment is being filed solely to re-file Exhibits 31.1 and 31.2 to include a portion of the text required in paragraph 4 of the Section 302 certifications included under Item 6 of Part II of the Original Report.

Except as described above, no other changes have been made to the Original Report and this Amendment does not modify or update disclosures in the Original Report and does not reflect subsequent events occurring after date of the Original Report. Accordingly, this Amendment should be read in conjunction with the Original Report, which continues to speak as of the date of the Original Report.

Item 15. Exhibits and Financial Statement Schedules.

(3) Exhibits

The following exhibits are filed as part of this Amendment.

Exhibit

| Number | Description of Document | Note Reference |
|---------------|--|-----------------------|
| 31.1* | <u>Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934</u> | |
| 31.2* | <u>Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934</u> | |

* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on September 28, 2018.

GALECTIN THERAPEUTICS INC.

By: /s/ Harold H. Shlevin, Ph.D.

Name: Harold H. Shlevin, Ph.D.

Title: Chief Executive Officer and President

(principal executive officer)

/s/ Jack W. Callicutt

Name: Jack W. Callicutt

Title: Chief Financial Officer

(principal financial and accounting
officer)