

GALECTIN THERAPEUTICS INC
Form 8-K
December 20, 2016

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): December 15, 2016

GALECTIN THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-31791
(Commission File Number)

04-3562325
(IRS Employer

Identification No.)

4960 PEACHTREE INDUSTRIAL BOULEVARD, Ste 240

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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))

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

At the 2016 Annual Meeting of Stockholders held on December 15, 2016, the stockholders of Galectin Therapeutics Inc. (Galectin or the Company) re-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 voted on a non-binding advisory resolution to approve the compensation paid to the Company s named executive officers and ratified the selection of Cherry Bekaert LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2016.

The final results of the voting on each matter of business at the 2016 Annual Meeting are as follows:

Election of Directors

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------------|------------|----------------|------------------|
| Gilbert F. Amelio, Ph.D. | 10,677,510 | 573,344 | 14,976,838 |
| Kevin D. Freeman | 11,003,268 | 247,586 | 14,976,838 |
| Arthur R. Greenberg | 10,826,611 | 424,243 | 14,976,838 |
| John Mauldin | 10,692,692 | 558,162 | 14,976,838 |
| Gilbert S. Omenn, M.D., Ph.D. | 10,869,940 | 380,914 | 14,976,838 |
| Steven Prelack | 10,878,337 | 372,517 | 14,976,838 |
| Marc Rubin, M.D. | 10,870,558 | 380,296 | 14,976,838 |
| Peter G. Traber, M.D. | 10,844,660 | 406,194 | 14,976,838 |

Non-binding advisory resolution to approve the compensation paid to the Company s named executive officers

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 10,263,034 | 844,997 | 142,823 | 14,976,838 |

Ratification of the selection of Cherry Bekaert LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2016

| Votes For | Votes Against | Votes Abstain |
|------------|---------------|---------------|
| 25,457,842 | 533,163 | 236,687 |

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 was re-elected as a Series B Director and Dr. Theodore Zucconi was elected as a new Series B Director, 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 | 6,356,932 | 0 | n/a |
| Theodore Zucconi | 6,356,932 | 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 20, 2016

By: /s/ Jack W. Callicutt
Jack W. Callicutt

Chief Financial Officer