## OMB APPROVAL

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

|EXPIRES: |BURDEN HOURS

|OMB NUMBER:

JUNE 30, 2012 |ESTIMATED AVERAGE

|PER RESPONSE ...11

SCHEDULE 13G

NUMBER OF

SHARES **BENEFICIALLY** 

Under the Securities Exchange Act of 1934 (Amendment No. 3)\* WINDTREE THERAPEUTICS, INC (WINT) (Name of Issuer) Common Stock (Title of Class of Securities) 97382D204 (CUSIP Number) December 31, 2018 (Date of Event Which Requires Filing of this Statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed: [X] Rule 13d-1(b) [ ] Rule 13d-1(c) [ ] Rule 13d-1(d) \*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes). CUSIP No. 97382D204 SCHEDULE 13G (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only) Alyeska Investment Group, L.P. (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions): (a) [ ] (b) [ ] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (5) SOLE VOTING POWER

0

(6) SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON WITH			680,570				
		(7)	) SOLE DISPOSITIVE POWER 0				
		(8)	SHARED DISPOSITIVE POWER 680,570				
(9)		IALLY	OWNED BY EACH REPORTING PERSON				
	680,570 						
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
(11)							
(12)	TYPE OF REPORTING PERSON IA	(See	Instructions)				
CUSIP No.	97382D204		SCHEDULE 13G				
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)						
	Alyeska Fund GP, LLC						
(2)			A MEMBER OF A GROUP (See Instructions): (a) [ ] (b) [ ]				
(3)	SEC USE ONLY						
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION						
( )	OTTIZZINONII OK TZXOZ OT C	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	ZATION				
,	Delaware	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	ZATION				
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NUMBER OF SHARES BENEFICIAL OWNED BY	Delaware 		SHARED VOTING POWER 680,570				
NUMBER OF SHARES BENEFICIAL	Delaware  -LY RTING	(5) \$	SOLE VOTING POWER  0  SHARED VOTING POWER				
NUMBER OF SHARES BENEFICIAL OWNED BY EACH REPOR	Delaware  -LY RTING	(5) \$	SOLE VOTING POWER 0 SHARED VOTING POWER 680,570 SOLE DISPOSITIVE POWER				
NUMBER OF SHARES BENEFICIAL OWNED BY EACH REPOF PERSON WIT	Delaware 	(5) S (6) (7) (8)	SOLE VOTING POWER  0  SHARED VOTING POWER  680,570  SOLE DISPOSITIVE POWER  0  SHARED DISPOSITIVE POWER				
NUMBER OF SHARES BENEFICIAL OWNED BY EACH REPOF PERSON WIT	Delaware  LLY  RTING IH  AGGREGATE AMOUNT BENEFICE 680,570	(5) S (6) (7) (8)	SOLE VOTING POWER  0  SHARED VOTING POWER  680,570  SOLE DISPOSITIVE POWER  0  SHARED DISPOSITIVE POWER  680,570  OWNED BY EACH REPORTING PERSON				
NUMBER OF SHARES BENEFICIAL OWNED BY EACH REPOF PERSON WIT	Delaware  LLY  RTING IH  AGGREGATE AMOUNT BENEFICE 680,570	(5) S (6) (7) (8) (ALLY	SOLE VOTING POWER  O SHARED VOTING POWER  680,570  SOLE DISPOSITIVE POWER  O SHARED DISPOSITIVE POWER  680,570  OWNED BY EACH REPORTING PERSON  OUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
NUMBER OF SHARES BENEFICIAL OWNED BY EACH REPOF PERSON WIT	Delaware  LLY  RTING TH  AGGREGATE AMOUNT BENEFICE 680,570  CHECK BOX IF THE AGGREGAT (See Instructions)  PERCENT OF CLASS REPRESEN 2.1%	(5) S (6) (7) (8) (ALLY	SOLE VOTING POWER  0  SHARED VOTING POWER  680,570  SOLE DISPOSITIVE POWER  0  SHARED DISPOSITIVE POWER  680,570  OWNED BY EACH REPORTING PERSON  DUNT IN ROW (9) EXCLUDES CERTAIN SHARES  [ ]  BY AMOUNT IN ROW (9)				
NUMBER OF SHARES BENEFICIAL OWNED BY EACH REPOREMENT OF SHARES OF	Delaware  LLY  RTING TH  AGGREGATE AMOUNT BENEFICE 680,570  CHECK BOX IF THE AGGREGAT (See Instructions)  PERCENT OF CLASS REPRESEN 2.1%	(5) \$ (6) (7) (8) (ALLY	SOLE VOTING POWER  SHARED VOTING POWER  680,570  SOLE DISPOSITIVE POWER  SHARED DISPOSITIVE POWER  680,570  OWNED BY EACH REPORTING PERSON  OUNT IN ROW (9) EXCLUDES CERTAIN SHARES  [ ]  BY AMOUNT IN ROW (9)  Instructions)				
NUMBER OF SHARES BENEFICIAL OWNED BY EACH REPOREMENT OF SHARES OF	Delaware  LLY  RTING TH  AGGREGATE AMOUNT BENEFICE 680,570  CHECK BOX IF THE AGGREGAT (See Instructions)  PERCENT OF CLASS REPRESEN 2.1%  TYPE OF REPORTING PERSON	(5) \$ (6) (7) (8) (ALLY	SOLE VOTING POWER  0  SHARED VOTING POWER  680,570  SOLE DISPOSITIVE POWER  0  SHARED DISPOSITIVE POWER  680,570  OWNED BY EACH REPORTING PERSON  DUNT IN ROW (9) EXCLUDES CERTAIN SHARES  [ ]  BY AMOUNT IN ROW (9)				
NUMBER OF SHARES BENEFICIAL OWNED BY EACH REPOREMENT (9)  (10)  (11)  (12)	Delaware  LLY  RTING TH  AGGREGATE AMOUNT BENEFICE 680,570  CHECK BOX IF THE AGGREGAT (See Instructions)  PERCENT OF CLASS REPRESEN 2.1%  TYPE OF REPORTING PERSON 00	(5) S (6) (7) (8) (IALLY (See	SOLE VOTING POWER  SHARED VOTING POWER  680,570  SOLE DISPOSITIVE POWER  SHARED DISPOSITIVE POWER  680,570  OWNED BY EACH REPORTING PERSON  OUNT IN ROW (9) EXCLUDES CERTAIN SHARES  [ ]  BY AMOUNT IN ROW (9)  Instructions)				
NUMBER OF SHARES BENEFICIAL OWNED BY EACH REPOREMENT (9)  (10)  (11)  (12)	Delaware  LLY  RTING TH  AGGREGATE AMOUNT BENEFICE 680,570  CHECK BOX IF THE AGGREGAT (See Instructions)  PERCENT OF CLASS REPRESEN 2.1%  TYPE OF REPORTING PERSON 00  97382D204  NAMES OF REPORTING PERSON	(5) \$ (6) (7) (8) (ALLY (See	SOLE VOTING POWER  SHARED VOTING POWER  680,570  SOLE DISPOSITIVE POWER  SHARED DISPOSITIVE POWER  680,570  OWNED BY EACH REPORTING PERSON  OUNT IN ROW (9) EXCLUDES CERTAIN SHARES  [ ]  BY AMOUNT IN ROW (9)  Instructions)				
NUMBER OF SHARES BENEFICIAL OWNED BY EACH REPOREMENT (9)  (10)  (11)  (12)  CUSIP No.	Delaware  LLY  RTING TH  AGGREGATE AMOUNT BENEFICE 680,570  CHECK BOX IF THE AGGREGAT (See Instructions)  PERCENT OF CLASS REPRESEN 2.1%  TYPE OF REPORTING PERSON 00  97382D204  NAMES OF REPORTING PERSON	(5) \$ (6) (7) (8) (ALLY (See	SOLE VOTING POWER  0  SHARED VOTING POWER  680,570  SOLE DISPOSITIVE POWER  0  SHARED DISPOSITIVE POWER  680,570  OWNED BY EACH REPORTING PERSON  DUNT IN ROW (9) EXCLUDES CERTAIN SHARES  [ ]  BY AMOUNT IN ROW (9)  Instructions)				

(4)	CITIZENSHID OR DIACE OF OPCANIZATION					
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware					
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ERSON WI	IH	(7)	SOLE DISPOSITIVE POWER 0			
		(8)	SHARED DISPOSITIVE POWER 680,570			
(9)	ACCRECATE AMOUNT REN	IEETCTALLY	OWNED BY EACH REPORTING PERSON			
(9)	AUUNEUATE AMUUNT BEN	VEI TOTALLY	OMMED DI FACII VELOKITING FERSON			
	680,570					
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.1%					
(12)	TYPE OF REPORTING PE		Instructions)			
CUSIP No.	072020204					
	9/3020204	SCHEDU	LE 13G			
			LE 13G			
(1)	NAMES OF REPORTING F	PERSONS				
	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh CHECK THE APPROPRIAT	PERSONS ON NOS. OF	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions):  (a) [ ]  (b) [ ]			
(2)	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh CHECK THE APPROPRIAT	PERSONS ON NOS. OF	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions):  (a) [ ]  (b) [ ]			
(2)	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh CHECK THE APPROPRIAT	PERSONS ON NOS. OF	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions): (a) [] (b) []			
(2) (3) (4)	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh  CHECK THE APPROPRIATE  SEC USE ONLY  CITIZENSHIP OR PLACE United States of American	PERSONS ON NOS. OF	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions):  (a) [ ]  (b) [ ]			
(2) (3) (4)umber of	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh  CHECK THE APPROPRIATE  SEC USE ONLY  CITIZENSHIP OR PLACE United States of American	PERSONS ON NOS. OF	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions) (a) [] (b) []  IZATION  SOLE VOTING POWER 0			
(2) (3) (4) UMBER OF HARES ENEFICIA	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh  CHECK THE APPROPRIATE  SEC USE ONLY  CITIZENSHIP OR PLACE United States of American	PERSONS ON NOS. OF	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions) (a) [] (b) []  IZATION  SOLE VOTING POWER 0  SHARED VOTING POWER 680,570			
(2) (3) (4) UMBER OF HARES ENEFICIA WNED BY ACH REPO	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh  CHECK THE APPROPRIATE  SEC USE ONLY  CITIZENSHIP OR PLACE United States of American States	PERSONS ON NOS. OF	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions) (a) [] (b) []  IZATION  SOLE VOTING POWER 0  SHARED VOTING POWER 680,570			
(2) (3) (4) UMBER OF HARES ENEFICIA WNED BY ACH REPO	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh  CHECK THE APPROPRIATE  SEC USE ONLY  CITIZENSHIP OR PLACE United States of American States	PERSONS ON NOS. OF	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions): (a) [] (b) []			
(2) (3) (4) UMBER OF SHARES SENEFICIA WNED BY SACH REPO	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh  CHECK THE APPROPRIATE  SEC USE ONLY  CITIZENSHIP OR PLACE United States of American States	PERSONS ON NOS. OF TE BOX IF E OF ORGAN Prica (5) (6) (7)	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions) (a) [] (b) []  IZATION  SOLE VOTING POWER 0  SHARED VOTING POWER 680,570  SOLE DISPOSITIVE POWER			
(2) (3) (4) UMBER OF HARES ENEFICIA WNED BY ACH REPO	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh  CHECK THE APPROPRIATE  SEC USE ONLY  CITIZENSHIP OR PLACE United States of American States	PERSONS ON NOS. OF TE BOX IF  E OF ORGAN Prica  (5)  (6)  (7)  (8)	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions) (a) [] (b) []  IZATION  SOLE VOTING POWER 0  SHARED VOTING POWER 680,570  SOLE DISPOSITIVE POWER 0  SHARED DISPOSITIVE POWER			
(2)  (3)  (4)  UMBER OF HARES ENEFICIA WNED BY ACH REPOERSON WITH	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh  CHECK THE APPROPRIATE  SEC USE ONLY  CITIZENSHIP OR PLACE United States of American States	PERSONS ON NOS. OF TE BOX IF  E OF ORGAN Prica  (5)  (6)  (7)  (8)	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions): (a) [] (b) []  SOLE VOTING POWER 0  SHARED VOTING POWER 680,570  SOLE DISPOSITIVE POWER 0  SHARED DISPOSITIVE POWER 680,570			
(2) (3) (4) (4) UMBER OF SHARES BENEFICIA WNED BY EACH REPO PERSON WIT	NAMES OF REPORTING FIR.S. IDENTIFICATION Anand Parekh  CHECK THE APPROPRIATE  SEC USE ONLY  CITIZENSHIP OR PLACE United States of American	PERSONS ON NOS. OF TE BOX IF E OF ORGAN Prica (5) (6) (7) (8)	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions): (a) [] (b) []  TIZATION  SOLE VOTING POWER 0  SHARED VOTING POWER 680,570  SOLE DISPOSITIVE POWER 0  SHARED DISPOSITIVE POWER 680,570  OWNED BY EACH REPORTING PERSON  TOWNED BY EACH REPORTING PERSON  SOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
(2)  (3)  (4)  UMBER OF HARES ENEFICIA WNED BY ACH REPOERSON WITH	NAMES OF REPORTING F I.R.S. IDENTIFICATIO Anand Parekh  CHECK THE APPROPRIAT  SEC USE ONLY  CITIZENSHIP OR PLACE United States of Ame  LLY  RTING TH  AGGREGATE AMOUNT BEN 680,570  CHECK BOX IF THE AGG (See Instructions)	PERSONS ON NOS. OF  TE BOX IF  TE OF ORGAN  Prica  (5)  (6)  (7)  (8)  MEFICIALLY  GREGATE AM	ABOVE PERSONS (entities only)  A MEMBER OF A GROUP (See Instructions) (a) [] (b) []  IZATION  SOLE VOTING POWER 0  SHARED VOTING POWER 680,570  SOLE DISPOSITIVE POWER 0  SHARED DISPOSITIVE POWER 680,570  OWNED BY EACH REPORTING PERSON			

Item 1(a). Name of Issuer:
WINDTREE THERAPEUTICS INC

Item 1(b). Address of Issuer's Principal Executive Offices: 2600 Kelly Road, Suite 100

Warrington, PA 18976

## Item 2(a). Name of Persons Filing:

- (i) Alyeska Investment Group, L.P.
- (ii) Alyeska Fund GP, LLC
- (iii) Alyeska Fund 2 GP, LLC
- (iv) Anand Parekh

# Item 2(b). Address of Principal Business Office or, if None, Residence:

- (i) 77 West Wacker Drive, 7th Floor Chicago, IL 60601
- (ii) 77 West Wacker Drive, 7th Floor Chicago, IL 60601
- (iii) 77 West Wacker Drive, 7th Floor Chicago, IL 60601
- (iv) 77 West Wacker Drive, 7th Floor Chicago, IL 60601

# Item 2(c). Citizenship:

- (i) Alyeska Investment Group, L.P.- Delaware
- (ii) Alyeska Fund GP, LLC- Delaware
- (iii) Alyeska Fund 2 GP, LLC- Delaware
- (iv) Anand Parekh- United States of America

# Item 2(d). Title of Class of Securities: Common Stock

Item 2(e). CUSIP Number: 97382D204

# Item 3. If This Statement is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b), Check Whether the Person Filing is a:

- (a) Alyeska Investment Group, L.P., a limited partnership organized under the laws of the State of Delaware, is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940, as amended, and is reporting in accordance with 240.13d-1(b)(1)(ii)(E).
- (b) Alyeska Fund GP, LLC, a limited liability company organized under the laws of the State of Delaware, serves as the General Partner and control person of Alyeska Master Fund, L.P., and is reporting in accordance with

- 240.13d-1(b)(1)(ii)(G).
- (c) Alyeska Fund 2 GP, LLC, a limited liability company organized under the laws of the State of Delaware, serves as the General Partner and control person of Alyeska Master Fund 2, L.P., and is reporting in accordance with 240.13d-1(b)(1)(ii)(G).
- (d) Anand Parekh is the Chief Executive Officer and control person of Alyeska Investment Group, L.P., and is reporting in accordance with 240.13d-1(b)(1)(ii)(G).

#### Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: Please refer to items 5-9 of the cover pages attached hereto
- (b) Percent of class: Please refer to item 11 of the cover pages attached hereto
- (c) Number of shares as to which the person has: Please refer to items 5-8 of the cover pages attached hereto
- Item 5. Ownership of Five Percent or Less of a Class.

  If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: [X]
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.
  Not Applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Controlling Person.

  Not Applicable
- Item 8. Identification and Classification of Members of the Group.
  Not Applicable
- Item 9. Notice of Dissolution of Group
  Not Applicable

## Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 97382D204 SCHEDULE 13G

## **SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

Alye	eska Investment Group, L.P.
Ву:	/s/ Jason Bragg
	Name: Jason Bragg Title: Chief Financial Officer
Alye	eska Fund GP, LLC
Ву:	/s/ Jason Bragg
	Name: Jason Bragg Title: Chief Financial Officer
Alye	eska Fund 2 GP, LLC
Ву:	/s/ Jason Bragg
	Name: Jason Bragg Title: Chief Financial Officer
Anar	nd Parekh
Ву:	/s/ Anand Parekh
	Name: Anand Parekh Individually
CUSI	IP NO. 97382D204 SCHEDULE 13G
	Exhibit A Agreement
The file	undersigned agree that the statement to which this exhibit is appended is ed on behalf of each of them.
Date	ed: February 14, 2019
Alye	eska Investment Group, L.P.
Ву:	/s/ Jason Bragg
	Name: Jason Bragg Title: Chief Financial Officer
Alye	eska Fund GP, LLC
Ву:	/s/ Jason Bragg
	Name: Jason Bragg Title: Chief Financial Officer
Alye	eska Fund 2 GP, LLC
Ву:	/s/ Jason Bragg
	Name: Jason Bragg Title: Chief Financial Officer
Anar	nd Parekh
Ву:	/s/ Anand Parekh
	Name: Anand Parekh

Individually