
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

December 21, 2017

Date of Report (Date of earliest event reported)

Windtree Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-26422

(Commission File Number)

94-3171943

(IRS Employer Identification Number)

2600 Kelly Road, Suite 100

Warrington, Pennsylvania 18976

(Address of principal executive offices)

(215) 488-9300

(Registrant's telephone number, including area code)

(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:

- 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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Windtree Therapeutics, Inc. (the “Company”) announced that it filed a Certificate of Amendment (“Amendment”) to its Amended and Restated Certificate of Incorporation, as amended (“Certificate of Incorporation”) (i) to effect a share consolidation, or reverse split, of the common stock, par value \$0.001 per share of the Company (“Common Stock”) at a ratio of 1 share of Common Stock for each 20 shares of Common Stock (the “Reverse Split”), (ii) following implementation of the Reverse Split, to retain the number of authorized shares of Common Stock under the Certificate of Incorporation at 120 million shares, and (iii) to provide that the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Company, (b) any action asserting a breach of fiduciary duty owed by any of the Company’s directors or officers to the Company or its stockholders, (c) any action asserting a claim against the Company arising pursuant to any provision of the Delaware General Corporate Law, the Certificate of Incorporation or the Company’s amended and restated by-laws; or (d) any action asserting a claim against the Company that is governed by the internal affairs doctrine. The Amendment was filed on December 11, 2017, and will be effective at 12:01 a.m. December 22, 2017 (the “Effective Time”).

At the Effective Time, immediately and without further action by the Company’s stockholders, every 20 shares of the Company’s Common Stock issued and outstanding immediately prior to the Effective Time will automatically be converted into one share of Common Stock. Further, any warrants, options, restricted stock units, preferred stock and other rights outstanding as of the Effective Time that are subject to adjustment in the event if a corporate transaction will be adjusted in accordance with the terms thereof. These adjustments may include, without limitation, changes to the number of shares of Common Stock that may be obtained upon exercise or conversion of these securities, and changes to the applicable exercise or purchase price.

The form of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01. Other Events.

Reference is made to the description of the Amendment in Item 5.03 above. On December 21, 2017, the Company issued a press release announcing the Amendment and the terms of the Reverse Stock Split. The press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Amendment was approved by an action of the majority stockholder of the Company by written consent without a meeting of stockholders dated as of November 13, 2017 (the “Written Consent”). The Company’s Board of Directors ratified and approved the proposals relating to the Amendment included in the Written Consent on December 7, 2017, effective on December 22, 2017.

In addition to the Amendment, the Written Consent also included an action to ratify a previous action of the Board adopted and approved on October 25, 2017 to increase the number of shares available for issuance under the Company’s Amended and Restated 2011 Long-Term Incentive Plan (the “Restated 2011 Plan”) by 35 million shares, thereby increasing the total shares authorized for issuance under the Restated 2011 Plan from 2,728,572 shares to 37,728,572 shares.

For further information about the proposals included in the Written Consent, please refer to the Company’s Notice of Stockholder Action by Written Consent as filed with the SEC on December 1, 2017 and deemed filed effective December 4, 2017 (the “Information Statement”).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[3.1](#) Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as Amended, of Windtree Therapeutics, Inc., effective 12:01 a.m. on December 22, 2017.

[99.1](#) Press release dated December 21, 2017.

Cautionary Note Regarding Forward-looking Statements:

To the extent that statements in this Current Report on Form 8-K are not strictly historical, including statements as to business strategy, outlook, objectives, future milestones, plans, intentions, goals, future financial conditions, future collaboration agreements, the success of the Company's product development, cash flows, future revenues, the timing of planned clinical trials or otherwise as to future events, such statements are forward-looking, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements contained in this Current Report are subject to certain risks and uncertainties that could cause actual results to differ materially from the statements made. Such risks and others are further described in the Company's filings with the Securities and Exchange Commission including the most recent reports on Forms 10-K, 10-Q and 8-K, and any amendments thereto. Any forward-looking statement made by the Company in this Current Report on Form 8-K is based only on information currently available to the Company and speaks only as of the date on which it is made. The Company undertakes no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

SIGNATURES

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.

Windtree Therapeutics, Inc.

By: /s/ Craig Fraser

Craig Fraser
President and Chief Executive Officer

Date: December 21, 2017

**CERTIFICATE OF AMENDMENT TO
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WINDTREE THERAPEUTICS, INC.**

(Pursuant to Sections 228 and 242 of the
General Corporation Law of the State of Delaware)

The Corporation was originally incorporated on November 6, 1992, under the name "Ansan, Inc." The Corporation changed its name on November 25, 1997, to Discovery Laboratories, Inc. The Corporation changed its name again on April 15, 2016, to Windtree Therapeutics, Inc.

This Certificate of Amendment to the Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware ("Delaware Corporation Law") and the amendments set forth below shall become effective upon the filing and effectiveness pursuant to the Delaware Corporation Law of this of Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation:

1. Upon the filing and effectiveness (the "Effective Time") pursuant to the Delaware Corporation Law of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, as amended, each twenty (20) share(s) of the Corporation's common stock ("Share"), par value \$0.001 per share (the "Common Stock"), issued and outstanding immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No fractional shares will be issued as a result of the Reverse Stock Split. Instead, Stockholders who otherwise would be entitled to receive a fractional shares of Common Stock as a consequence of the Reverse Stock Split will be entitled to receive cash in an amount equal to the product obtained by multiplying (i) the closing price of our Common Stock on the business day immediately preceding the effective date of the Reverse Stock Split as reported on the OTCQB[®] by (ii) the number of shares of our Common Stock held by the Stockholder that would otherwise have been exchanged for the fractional share interest. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

2. The first paragraph of Article FOUR of the Amended and Restated Certificate of Incorporation is amended and restated to read as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is 125,000,000, consisting of 120,000,000 shares of Common Stock, par value \$.001 per share (the "Common Stock"), and 5,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock")."

3. A new Article Nine is added to the Amended and Restated Certificate of Incorporation to read as follows:

“ARTICLE NINE

The Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation or the Corporation’s stockholders, (iii) any action asserting a claim against the Corporation arising pursuant to any provision of the Delaware Corporation Law or the Corporation’s Certificate of Incorporation or Bylaws, or (iv) any action asserting a claim against the Corporation governed by the internal affairs doctrine.”

4. Article Nine of the Amended and Restated Certificate of Incorporation shall be renumbered to Article Ten.

5. This Certificate of Amendment shall become effective on December 22, 2017 at 12:01 a.m. Eastern Time.

6. Except as set forth in this Certificate of Amendment, the Amended and Restated Certificate of Incorporation, as amended, remains in full force and effect.

IN WITNESS WHEREOF, Windtree Therapeutics, Inc. has caused this Certificate of Amendment to be signed by its duly authorized officer this 11th day of December, 2017.

Windtree Therapeutics, Inc.

By: /s/ Craig E. Fraser
Craig E. Fraser
President and Chief Executive Officer



Windtree Therapeutics Announces Reverse Stock Split

WARRINGTON, PA – December 21, 2017 – Windtree Therapeutics, Inc. (OTCQB: WINT), a biotechnology company focused on developing aerosolized KL4 surfactant therapies for respiratory diseases, today announced a 1-for-20 reverse stock split of its issued and outstanding common stock. The Company's common stock will begin trading on a split-adjusted basis at the opening of the OTCQB® Market on Friday, December 22, 2017 under the symbol "WINTD". After 20 trading days, the symbol will revert to WINT. Effective with the reverse split, a new CUSIP number of 97382D 204 has been assigned to the Company's common stock. The number of shares of common stock authorized under the Company's Certificate of Incorporation is unchanged at 120 million shares.

The reverse stock split was approved by written consent of the holder of a majority of the Company's issued and outstanding shares of common stock without a meeting of stockholders on November 13, 2017 ("Written Consent"). The Written Consent, which was ratified and approved by the Company's Board of Directors (the "Board") on November 22, 2017, authorized the Board to implement a reverse stock split at any time prior to March 31, 2018, at an exchange ratio of not less than 1-for-10 and not greater than 1-for-20, as determined by the Board at the time of implementation. On December 11, 2017, the Board caused to be filed an amendment to the Company's Certificate of Incorporation to implement a reverse stock split at a ratio of 1-for-20 to be effective at 12:01 a.m. on December 22, 2017 and to maintain the number of authorized shares of common stock at 120 million.

About Windtree Therapeutics

Windtree Therapeutics, Inc. is a clinical-stage biotechnology company focused on developing novel surfactant therapies for respiratory diseases and other potential applications. Windtree's proprietary technology platform includes a synthetic, peptide-containing surfactant (KL4 surfactant) that is structurally similar to endogenous pulmonary surfactant and novel drug-delivery technologies being developed to enable noninvasive administration of aerosolized KL4 surfactant. Windtree is focused initially on improving the management of respiratory distress syndrome (RDS) in premature infants and believes that its proprietary technology may make it possible, over time, to develop a pipeline of KL4 surfactant product candidates to address a variety of respiratory diseases for which there are few or no approved therapies.

For more information, please visit the Company's website at www.windtreetx.com.

Forward-Looking Statements

To the extent that statements in this press release are not strictly historical, all such statements are forward-looking, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from the statements made. Examples of such risks and uncertainties include: risks that Windtree will be unable to secure significant additional capital as and when needed, if at all, whether through debt or equity financings or other strategic transaction; risks related to having the Company's common stock trade on the OTCQB® market; and other risks and uncertainties described in Windtree's filings with the Securities and Exchange Commission including the most recent reports on Forms 10-K, 10-Q and 8-K, and any amendments thereto.

Contact Information:

John Tattory
Senior Vice President and Chief Financial Officer
215.488.9418 or jtattory@windtreetx.com
