

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): April 18, 2023

Windtree Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39290
(Commission
File Number)

94-3171943
(I.R.S. Employer
Identification No.)

2600 Kelly Road, Suite 100, Warrington, Pennsylvania
(Address of principal executive offices)

18976
(Zip Code)

Registrant's telephone number, including area code: (215) 488-9300

Not Applicable
(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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	WINT	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 18, 2023, Windtree Therapeutics, Inc. (the “Company”) received a letter from James Huang announcing his decision to resign from his position as the Company’s chairman of the board of directors, effective immediately (the “Resignation Letter”). According to the Resignation Letter, Mr. Huang’s decision to resign is the result of his decision to more fully focus on his other business pursuits as well as his view that the Company’s securities have not reflected their true value had alternative strategies other than a strategy resulting in a substantial transfer of ownership away from existing shareholders been operationalized.

A copy of the Resignation Letter is filed herewith as Exhibit 17.1 and the description of the Resignation Letter contained herein is qualified in its entirety by reference to the full text of the Resignation Letter which is incorporated by reference into this Item 5.02.

In accordance with the requirements of Item 5.02(a) of Form 8-K, the Company has provided Mr. Huang with a copy of the disclosures contained in this Current Report on Form 8-K no later than the day of filing this Form 8-K with the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being filed herewith:

Exhibit No.	Document
17.1	Resignation Letter of James Huang.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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, thereunto duly authorized.

Dated: April 19, 2023

Windtree Therapeutics, Inc.

By: /s/ Craig E. Fraser

Name: *Craig E. Fraser*

Title: *President and Chief Executive Officer*

VIA EMAIL

Ladies and Gentlemen,

Effective immediately, I hereby resign as a member of the Board of Directors (the “Board”) of Windtree Therapeutics, Inc. (“Windtree” or the “Company”) so that I may more fully focus on my other business pursuits. It has been a pleasure serving on the Company’s board and I believe that we have made meaningful strides in developing high-quality assets focused on significant unmet medical needs in important acute cardiovascular and pulmonary settings. Unfortunately, it is also my view that the market price of Windtree’s securities has heretofore not reflected their true value had alternative strategies other than a substantial transfer of ownership interest away from existing shareholders been operationalized. To that end, I can no longer in good conscience continue to support the Company either as a member of the Board or as one of its shareholders.

Sincerely,

James Huang