

**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): July 10, 2020

Windtree Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction of
incorporation or organization)**

**000-26422
(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 July 10, 2020, the Compensation Committee of the Board of Directors of Windtree Therapeutics, Inc. (the “*Company*”) approved a special one-time bonus of \$124,708 for Craig Fraser, the Company’s President and Chief Executive Officer. The Compensation Committee also approved a special one-time bonus of \$114,000 for Dr. Steven G. Simonson, the Company’s Senior Vice President and Chief Medical Officer and a named executive officer of the Company. The special bonuses were awarded in recognition of recent achievements of the Company including financing activities, the listing of the Company’s common stock on the Nasdaq Capital Market LLC, clinical achievements related to the Company’s product candidates and business development efforts.

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.

Windtree Therapeutics, Inc.

By: /s/ Craig Fraser

Name: *Craig Fraser*

Title: *President and Chief Executive Officer*

Date: July 15, 2020