SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			01	Secu		the investment company Act of	1940					
1. Name and A China Car	2. Date of Requiring 3 (Month/Dat 12/21/20	Statem y/Year)	ient 📘	3. Issuer Name and Ticker or Trading Symbol <u>WINDTREE THERAPEUTICS INC /DE/</u> [WINT]								
(Last) (First) (Middle) 1/F, BUILDING 20E, PHASE 3, HONG KONG SCIENCE PARK						4. Relationship of Reporting Per (Check all applicable) Director X Officer (give title below)	(10)	.,		 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 		
(Street) SHATIN	K3 000000								Form filed by One Reporting Person X Form filed by More than One Reporting Person			
(City)	(State)	(Zip)										
			Table I -	Non		ive Securities Beneficia	-		. T			
1. Title of Security (Instr. 4)						2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock						8,063,861		D ⁽¹⁾⁽²⁾				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
Expiratio			Date Exercisable and piration Date onth/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (In				ersion ercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
				able	Expiration Date	Title	O N O	lumber	Derivative Security		or Indirect (I) (Instr. 5)	
	ddress of Repor	ting Person [*] r Focus Ltd									1	
	Last) (First) (Middle) /F, BUILDING 20E, PHASE 3, HONG KONG SCIENCE PARK											
(Street) SHATIN K3 000000												
(City)	(State) (Z	Zip)									
	ddress of Repor	ting Person [*] International	<u>Ltd</u>									
(Last) (First) (Middle) 1/F, BUILDING 20E, PHASE 3, HONG KONG SCIENCE PARK, SHATIN												
(Street) SHATIN	K3	0	00000									
(City)	(State) (Z	Zip)									

Explanation of Responses:

1. Pursuant to an Agreement and Plan of Merger dated as of December 21st, 2018 (the "Merger Agreement") entered into by and among the Issuer, WT Acquisition Corp. ("Merger Sub"), a wholly-owned subsidiary of the Issuer, and CVie Investments Limited (the "Merger Parties"), Merger Sub merged with and into CVie, with CVie becoming the sole surviving entity as a wholly owned subsidiary of the Issuer (the "Merger"). Under the terms of the Merger Agreement, the Issuer issued Common Stock to CVie's former shareholders, at an exchange ratio of 0.3512 share of Common Stock for each share of CVie outstanding shares prior to the Merger, resulting in the issuance of 16,265,060 shares of Common Stock in exchange for the shares of CVie. The Merger closed on December 21, 2018. China Cardiovascular Focus Limited ("CCF"), as a 49.58% owner of CVie prior to the Merger, received 8,063,861 shares of Common Stock in connection with the Merger. CCF beneficially owns 8,063,861 shares of Common Stock.

2. The shares are directly held by CCF and indirectly held by Lee's Pharmaceutical International Limited, which wholly owns CCF.

<u>/s/ Ms. Lee Siu Fong</u> /s/ Ms. Lee Siu Fong

** Signature of Reporting Person

<u>12/26/2018</u> <u>12/26/2018</u> Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.