

**Ladenburg Thalmann & Co. Inc.**  
640 Fifth Avenue, 4th Floor  
New York, New York 10019

April 17, 2023

**VIA FACSIMILE AND EDGAR**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Washington, DC 20549

**Re: Windtree Therapeutics, Inc.  
Registration Statement on Form S-1 (Registration No. 333-269775)  
Concurrence in Acceleration Request**

Ladies and Gentlemen:

Ladenburg Thalmann & Co. Inc. ("Ladenburg"), as representative of the underwriters for the referenced offering, hereby concurs in the request by Windtree Therapeutics, Inc. that the effective date of the above-referenced registration statement be accelerated to 8:00 a.m. (Eastern Time), or as soon as practicable thereafter, on April 19, 2023, pursuant to Rule 461 under the Securities Act. Ladenburg affirms that it is aware of its obligations under the Securities Act in connection with this offering.

Very truly yours,

**LADENBURG THALMANN & CO. INC.**

By: /s/ Nicholas Stergis  
Name: Nicholas Stergis  
Title: Managing Director