

**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): **June 3, 2022**

**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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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.

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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On June 3, 2022, Windtree Therapeutics, Inc. (the “Company”) received a deficiency letter from the Nasdaq Listing Qualifications Department (the “Staff”) of the Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that, for the last 30 consecutive business days, the closing bid price for the Company’s common stock has been below the minimum \$1.00 per share required for continued listing on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(a)(2) (“Rule 5550(a)(2)”). The Nasdaq deficiency letter has no immediate effect on the listing of the Company’s common stock, and its common stock will continue to trade on The Nasdaq Capital Market under the symbol “WINT” at this time.

In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company has been given 180 calendar days, or until November 30, 2022, to regain compliance with Rule 5550(a)(2). If the Company chooses to implement a reverse stock split, it must complete the split no later than ten business days prior to November 30, 2022 to regain compliance. If at any time before November 30, 2022, the bid price of the Company’s common stock closes at \$1.00 per share or more for a minimum of 10 consecutive business days, the Staff will provide written confirmation that the Company has achieved compliance.

If the Company does not regain compliance with Rule 5550(a)(2) by November 30, 2022, the Company may be afforded a second 180 calendar day period to regain compliance. To qualify, the Company would be required to meet the continued listing requirement for market value of publicly held shares and all other initial listing standards for The Nasdaq Capital Market, except for the minimum bid price requirement. In addition, the Company would be required to notify Nasdaq of its intent to cure the deficiency during the second compliance period.

The Company intends to actively monitor the closing bid price for its common stock and will consider all available options to resolve the deficiency and regain compliance with Rule 5550(a)(2).

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On June 7, 2022, the Company held its Annual Meeting of Stockholders (the “Annual Meeting”). As of April 27, 2022, the record date for the Annual Meeting, there were 29,406,172 outstanding shares of the Company’s common stock. The following is a brief description of the final voting results for each of the proposals submitted to a vote of the stockholders at the Annual Meeting, which are described in detail in the Company’s Definitive Proxy Statement on Schedule 14A for the Annual Meeting, filed with the U.S. Securities and Exchange Commission on May 11, 2022.

**(a) *Proposal 1 — Election of the Five Director Nominees to Serve until the Company’s 2023 Annual Meeting.***

The votes with respect to the election of five directors to hold office until the 2023 annual meeting were as follows:

<b>Director</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Craig E. Fraser	12,040,176	310,675	1,272,727
James Huang	11,832,082	518,769	1,272,727
Daniel Geffken	12,123,204	227,647	1,272,727
Robert Scott, M.D.	12,169,855	180,996	1,272,727
Leslie J. Williams	12,159,895	190,956	1,272,727

**(b) *Proposal 2 — Approval, on an Advisory Basis, of the Compensation of the Company’s Named Executive Officers.***

The votes with respect to the approval, on an advisory basis, of the compensation of the Company’s named executive officers were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
11,888,533	344,193	118,125	1,272,727

**(c) *Proposal 3 — Ratification of Appointment of EisnerAmper LLP as the Company’s Independent Registered Public Accounting Firm for 2022.***

The votes with respect to the ratification of appointment of EisnerAmper LLP as the Company’s Independent Registered Public Accounting Firm for 2022 were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
13,466,359	72,938	84,281	-0-

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## 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.

Date: June 8, 2022

### **Windtree Therapeutics, Inc.**

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