

GALECTIN THERAPEUTICS INC

Form 10-Q/A

September 28, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 31, 2018**

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____**

Commission File No. 001-31791

GALECTIN THERAPEUTICS INC.

**Nevada
(State or other jurisdiction)**

**04-3562325
(I.R.S. Employer)**

of incorporation)

Identification No.)

4960 Peachtree Industrial Blvd., Suite 240, Norcross,
GA

30071

(Address of Principal Executive Offices)

(Zip Code)

(678) 620-3186

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.05 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer (Do not check if a smaller reporting company)

Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's common stock as of May 8, 2018 was 37,740,647.

Explanatory Note

This Amendment No. 1 to the Quarterly Report on Form 10-Q/A (this Amendment) amends the Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (the Original Report) filed by Galectin Therapeutics, Inc. with the Securities and Exchange Commission on May 11, 2018. This Amendment is being filed solely to re-file Exhibits 31.1 and 31.2 to include a portion of the text required in paragraph 4 of the Section 302 certifications included under Item 6 of Part II of the Original Report.

Except as described above, no other changes have been made to the Original Report and this Amendment does not modify or update disclosures in the Original Report and does not reflect subsequent events occurring after date of the Original Report. Accordingly, this Amendment should be read in conjunction with the Original Report, which continues to speak as of the date of the Original Report.

PART II OTHER INFORMATION

Item 6. Exhibits

Exhibit	Note	
Number	Description of Document	Reference
31.1*	<u>Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934</u>	
31.2*	<u>Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934</u>	

* Filed herewith.

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, on September 28, 2018.

GALECTIN THERAPEUTICS INC.

By: /s/ Harold H. Shlevin, Ph.D.

Name: Harold H. Shlevin, Ph.D.

Title: Chief Executive Officer and President

(principal executive officer)

/s/ Jack W. Callicutt

Name: Jack W. Callicutt

Title: Chief Financial Officer

(principal financial and accounting
officer)