

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): October 30, 2013**

---

**GALECTIN THERAPEUTICS INC.**

(Exact name of registrant as specified in its charter)

---

**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**001-31791**  
(Commission  
File Number)

**04-3562325**  
(IRS Employer  
Identification No.)

**4960 PEACHTREE INDUSTRIAL BOULEVARD, Ste 240  
NORCROSS, GA 30071**  
(Address of principal executive office) (zip code)

**Registrant's telephone number, including area code: (678) 620-3186**

**N/A**  
(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))
- 
-

**SECTION 8 – OTHER ITEMS**

**Item 8.01 Other Items.**

The attached opinion letter relates to the shelf registration statement on Form S-3 (File No. 333-172849) of Galectin Therapeutics Inc., and is incorporated herein by reference into this filing and the registration statement.

**SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS**

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion Letter dated October 30, 2013

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Galectin Therapeutics Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Galectin Therapeutics Inc.

Date: October 30, 2013

By: /s/ Jack W. Callicutt  
Jack W. Callicutt  
Chief Financial Officer

ARNALL GOLDEN GREGORY LLP  
171 17<sup>TH</sup> STREET, NW  
SUITE 2100  
ATLANTA, GEORGIA 30363-1031  
TELEPHONE (404) 873-8500 – FACSIMILE (404) 873-8501

October 30, 2013

Galectin Therapeutics Inc.  
4960 Peachtree Industrial Boulevard, Suite 240  
Norcross, Georgia 30071

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is rendered in connection with the proposed issue and sale by Galectin Therapeutics Inc., a Nevada corporation (the “Company”), of the Company’s Common Stock, \$0.001 par value (the “Shares”), having an aggregate offering price of up to \$30.0 million from time to time pursuant to an At Market Issuance Sales Agreement dated October 25, 2013, issued pursuant to the Company’s Registration Statement on Form S-3, file no. 333-172849 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Act”), and the prospectus supplement utilized in connection therewith. We have acted as counsel for the Company in connection with the issuance and sale of the Shares by the Company.

In rendering the opinion contained herein, we have relied in part upon examination of the Company’s corporate records, documents, certificates and other instruments and the examination of such questions of law as we have considered necessary or appropriate for the purpose of this opinion. Based upon the foregoing, we are of the opinion that the Shares have been validly authorized and, upon receipt in full of the consideration for the Shares, with a value equal to or in excess of the par value thereof, the Shares will be legally issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. This consent is not to be construed as an admission that we are a party whose consent is required to be filed with the Registration Statement under the provisions of the Act.

Sincerely,

/s/ Arnall Golden Gregory LLP  
ARNALL GOLDEN GREGORY, LLP