SEC Form 4

**FORM 4**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
|---|---|
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Uihlein Richard E
(Last) (First) (Middle)
4960 PEACHTREE INDUSTRIAL BLVD
SUITE 240
(Street)
NORCROSS GA 30071
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GALECTIN THERAPEUTICS INC [ GALT ]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director ☑ 10% Owner
Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/31/2026 | | M | | 31,825,235 | A | $3 | 42,162,911 | I | Richard E. Uihlein Stock Trust |
| Common Stock | 07/31/2026 | | M | | 2,550,932 | A | $4.05 | 44,713,843 | I | Richard E. Uihlein Stock Trust |
| Common Stock | | | | | | | | 27,710 | I | By Ed Uihlein Family Foundation[4] |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Line of Credit Convertible Notes | $3 | 07/31/2026 | | M | | | $95,475,705[1] | 12/19/2022[3] | 06/30/2027[3] | Common Stock | 31,825,235 | $95,475,705[1] | 0 | I | Richard E. Uihlein Stock Trust |
| Line of Credit Convertible Notes | $4.05 | 07/31/2026 | | M | | | $10,331,275[2] | 12/31/2025[3] | 06/30/2027[3] | Common Stock | 2,550,932 | $10,331,275[2] | 0 | I | Richard E. Uihlein Stock Trust |

**Explanation of Responses:**

1. Consists of $91,000,000 in principal and $14,475,705 in accrued interest.
2. Consists of $10,000,000 of principal and $331,275 of accrued interest.
3. The Line of Credit Convertible Notes are exercisable upon issuance when the issuer draws on the Line of Credit. Notes were issued on December 19, 2022; March 31, 2023; June 30, 2023; December 29, 2023; March 29, 2024; June 28, 2024; September30, 2024; April 30, 2025; June 30, 2025 and December 31, 2025. There was no expiration date; however, the maturity date of all Line of Credit Convertible Notes was June 30, 2027.
4. The reporting person is president and director of Ed Uihlein Family Foundation, a not-for-profit corporation. The reporting person has no pecuniary interest in the shares, however, he shares voting and dispositive power over the shares and, therefore, remains the beneficial owner of the shares solely for the purposes of Section 13(d) of the Securities Exchange Act of 1934.

Jack W. Callicutt, by power of attorney — 08/04/2026
** Signature of Reporting Person — 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 4 (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.**