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): June 6, 2018

GALECTIN THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Nevada	**001-31791**	**04-3562325**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(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))

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. ☐

SECTION 5—CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) By letter dated June 6, 2018, Peter G. Traber, MD, President, Chief Executive Officer, and Chief Medical Officer of Galectin Therapeutics Inc. (the "Company"), informed the board of directors (the "Board") of the Company of his resignation from the positions of President, Chief Executive Officer, and Chief Medical Officer of the Company. The resignation is effective July 6, 2018.

A copy of the Company's press release announcing Dr. Traber's resignation is attached as Exhibit 99.1 hereto and incorporated by reference herein.

(c) In connection with Dr. Traber's resignation, the Board, on June 8, 2018, elected Harold Shlevin, Ph.D., the Company's Chief Operating Officer and Secretary, to the position of Chief Executive Officer and President to succeed Dr. Traber. Dr. Shlevin, age 68, has served as the Chief Operating Officer of the Company since October 2012.

Before joining the Company, Dr. Shlevin served Georgia Institute of Technology's Advanced Technology Development Center (ATDC) as principal and manager of bioscience commercialization efforts, where he served as a catalyst for new bioscience startup companies. His leadership roles have included president and chief executive officer of Solvay Pharmaceuticals, where he oversaw the successful launch of the first topical testosterone gel product in the US; co-founder of CIBA Vision Ophthalmics, a specialty ophthalmic drug company, where he headed efforts leading to the approval of the first non-steroidal agent for treatment of ocular inflammation and several other drug products; founder, president and chief executive officer of Tikvah Therapeutics, a company focused on clinical development of therapeutics for treatment of neurological diseases; and vice president and head of operations and commercial development for Altea Therapeutics Corporation, a clinical-stage drug delivery company with platform technology applicable to the transdermal delivery of large molecules. Dr. Shlevin earned his B.A. from Boston University and M.S. and Ph.D. in physiology from the University of Rochester Medical School. He completed post-doctoral training in pharmacology at Mayo Clinic. He is a member of scientific and business societies including the Institute of Electrical and Electronics Engineers, Licensing Executives Society, American Physiological Society, American Society of Pharmacology and Experimental Therapeutics, and is an inventor on several issued and pending patents.

(e) In connection with Dr. Shlevin's appointment as Chief Executive Officer and President, the Company and Dr. Shlevin on June 8, 2018, entered into an amendment to Dr. Shlevin's Amended and Restated Employment Agreement, dated December 11, 2014 (the "First Amendment to Employment Agreement") to reflect his new position and to increase his annual compensation to $500,000. The Board also granted Dr. Shlevin additional options to purchase 35,000 shares of the Company's common stock pursuant to the Company's Amended and Restated 2009 Incentive Compensation Plan.

The foregoing description of the First Amendment to Employment Agreement is not complete and is qualified in its entirety by reference to the First Amendment to Employment Agreement, a copy of which is filed as Exhibit 10.1 to this Report and is incorporated herein by reference.

In connection with Dr. Shlevin's appointment as Chief Executive Officer, the Board appointed Jack W. Callicutt, the Company's Chief Financial Officer, to the additional position of Company Secretary and increased his annual compensation to $285,000.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
10.1	First Amendment to Employment Agreement
99.1	Press Release dated June 12, 2018

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: June 12, 2018

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

Exhibit 10.1

FIRST AMENDMENT TO EMPLOYMENT AGREEMENT

THIS FIRST AMENDMENT TO EMPLOYMENT AGREEMENT (this "Amendment") is made as of June 8, 2018 (the "Effective Date"), by and between **Galectin Therapeutics Inc.**, a Nevada corporation (the "Company"), and **Harold Shlevin** ("Executive").

W I T N E S S E T H:

WHEREAS, Executive is currently employed with the Company pursuant to the terms of an Amended and Restated Employment Agreement by and between the Company and Executive, dated December 11, 2014 (the "Employment Agreement"); and

WHEREAS, the Company desires to continue to employ Executive and Executive desires to continue employment with the Company, all in accordance with the terms hereof; and

WHEREAS, the Company and Executive desire to modify certain aspects of the Employment Agreement.

NOW, THEREFORE, in consideration of the terms, conditions, and mutual covenants hereinafter contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

1. Amendments. The Employment Agreement is amended as follows:

1.1 On the Effective Date, the following language is added to existing Section 2 (Term): "Notwithstanding the foregoing, unless otherwise agreed in writing between the Company and the Executive, the Term shall end on the later of (a) December 31, 2018 or (b) if a payment under either the Cash Incentive Plan or the Retention Bonus Plan (as hereinafter defined) is earned by Executive in 2018 but continuation of employment into 2019 is required in order to receive the full amount of the payments earned under either the Cash Incentive Plan or the Retention Bonus Plan, June 30, 2019."

1.2 Executive has been appointed by the Board of Directors of the Company to the position of President and Chief Executive Officer, such appointment to take effect upon the effectiveness of the resignation of current President and CEO, Peter G. Traber, MD, which will occur on July 6, 2018 or such earlier date as may be agreed between the Company and Dr. Traber (the "Transition Date"). Effective on the Transition Date, the existing Section 3 is terminated and the following inserted in lieu thereof:

"3. Duties. During the Term, Executive agrees to serve as, and the Company agrees to employ Executive as, the President and Chief Executive Officer of the Company. Executive will report to the Board of Directors of the Company (the "Board"). Executive agrees to perform such duties, subject to the reasonable direction of the Board, as are customarily performed by chief executive officers in companies of similar size and scope in industries similar to the industry in which the Company operates, including, but not limited to, executive management and supervisory duties, responsibilities, and authority in connection with the Company's operations. In the performance of his duties, Executive shall be physically present in

the Company's Georgia headquarters office an average of two weeks per month, shall engage in business travel as needed for the performance of his duties, and otherwise shall be permitted to perform the remainder of his duties remotely from his home office."

1.3 On the Effective Date the existing Section 4 is terminated and the following inserted in lieu thereof:

"4. Compensation. As compensation for services rendered by Executive pursuant to this Agreement, the Company agrees to pay Executive the following as compensation:

(a) Base Salary. Executive shall be paid a base salary at the annualized rate of Five Hundred Thousand and No/100 Dollars ($500,000.00) ("Base Salary"); and

(b) Cash Incentive and Retention Bonus. Executive shall be eligible to participate in the cash incentive plan ("Cash Incentive Plan") and retention bonus plan ("Retention Bonus Plan") approved by the Board in its May 22, 2018 meeting. In determining the payment to be made under the Cash Incentive Plan and the Retention Bonus Plan, the new salary level described in Section 3(a) above shall be utilized; and

(c) Equity Incentive Award. As soon as is practicable following the Effective Date, and subject to formal approval of the Board, Executive shall be eligible to receive an award of an option to purchase 35,000 shares of the Company's stock ("Equity Incentive Award"), which award shall be in addition to the options granted to the Executive on May 22, 2018. The Equity Incentive Award and Executive's previously granted stock options shall continue to be subject to the Company's Amended and Restated 2009 Incentive Compensation Plan (the "Stock Option Plan") and each stock option's applicable stock option agreement.

(d) Withholdings. Base Salary shall be payable in accordance with the Company's customary payroll practices, and Base Salary, Cash Incentive and Retention Bonus shall be subject to normal withholding and payroll deductions and subject to periodic review by the Compensation Committee."

1.4 In addition to the foregoing amendments, as of the Transition Date, the remaining references in the Employment Agreement to "Reporting Officer" shall be deemed to refer to the Board; and references to "chief operating officer" shall be replaced with the term "chief executive officer."

2. General. Except as amended herein, the Employment Agreement shall remain in full force and effect in accordance with its terms. This Amendment may be signed on multiple counterparts.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

COMPANY:

GALECTIN THERAPEUTICS INC.,
a Nevada corporation

By: _____
Name: _____
Title: Authorized Director

EXECUTIVE:

_____
Harold Shlevin

Galectin Therapeutics Inc. Announces New CEO

NORCROSS, Ga., June 12, 2018 (GLOBE NEWSWIRE) — **Galectin Therapeutics Inc.** (NASDAQ:GALT), the leading developer of therapeutics that target galectin proteins, today announced that Harold H. Shlevin, Ph.D., currently the Company's Chief Operating Officer (COO), has been appointed Chief Executive Officer (CEO) and President to succeed Peter G. Traber, M.D., who has tendered his resignation as President, CEO and Chief Medical Officer. The transition will be effective July 6, 2018.

Board Chairman, Richard Uihlein commented "As the Company enters this next strategic phase, we are extremely pleased that Dr. Harold Shlevin, who has been Galectin's COO since 2012, and who has extensive healthcare leadership experience, has agreed to take on the broader role of CEO at this critical juncture. Harold has significant business development experience as an executive and will be responsible for directing and overseeing the potential partnering of our NASH Phase 3 compound. Dr. Shlevin will also oversee future NASH cirrhosis trials and is responsible for the Company's clinical trials in cancer immunotherapy and any other potential new clinical trials in other indications."

"In conjunction with this transition, the Company has also engaged Back Bay Life Science Advisors, a Boston-based, internationally focused integrated strategy and transaction advisory organization to support the Company, and the management team in its exploration of strategic alternatives. After meeting Dr. Jonathan Gertler and his team, I look forward to my continued involvement in this process. Back Bay, management and the Board have earned and deserve my personal attention and full confidence.", added Mr. Uihlein.

Regarding Dr. Traber, Board Chair Richard Uihlein stated, "Peter has been tireless in his efforts in guiding Galectin over the past seven years. As a distinguished scientist and hepatologist, Peter has a keen interest in conquering NASH cirrhosis, and we believe our compound, GR-MD-02, has shown tremendous potential in this regard. Peter's clinical and scientific vision was critical to the company in reaching its current Phase 3 ready development trajectory. His recent leadership in meeting with the FDA and being allowed to proceed to clinical phase 3 has been indispensable and positions the Company for its next stage of growth and development. We thank him for his many contributions to the Company."

Dr. Shlevin said, "I am extremely grateful for the Board's confidence in our experienced team, many of whom I recruited to Galectin Therapeutics and worked with for many years prior to joining Galectin. It has been a personal and professional pleasure to work with Peter over the last six years, and the Company and I wish him well in his future endeavors."

"We believe our NASH-CX Phase 2 trial was the first large, randomized clinical trial of any drug to demonstrate a clinically meaningful improvement in HVPG in NASH cirrhosis patients. With our management team and other core team members and the Board leadership under Dick Uihlein, I am confident in our ability to build value for our shareholders and advance GR-MD-02 to provide patients a treatment option for dealing with their NASH cirrhosis," concluded Dr. Shlevin.

About Dr. Shlevin:

Dr. Shlevin is a 25-year bioscience-industry executive with broad senior management experience in development and commercialization of medical devices, pharmaceuticals, diagnostics and vaccines. As COO of Galectin Therapeutics, he was responsible for all operational aspects of the company, including regulatory affairs & quality assurance, manufacturing, clinical development, business development and commercial development.

Prior to his work at Galectin, Dr. Shlevin served Georgia Institute of Technology's Advanced Technology Development Center (ATDC) as manager of bioscience partnering and commercialization efforts. He was also previously President and CEO of Solvay Pharmaceuticals US and a member of Solvay's global pharmaceutical management team. He has also held senior executive positions at Bausch & Lomb Pharmaceuticals, CIBA Vision Ophthalmics (which he co-founded), and CIBA-Geigy Pharmaceuticals, amongst others. Dr. Shlevin earned a B.A. degree from Boston University and M.S. and Ph.D. degrees in physiology from the University of Rochester Medical School and postdoctoral fellowship at Mayo Foundation and Mayo Medical School.

About NASH Cirrhosis

NASH cirrhosis is the final stage in the progression of non-alcoholic steatohepatitis (NASH), a disease of the liver that affects millions of people in the U.S. and worldwide. The liver cell death and inflammation seen in NASH eventually causes progressive scarring of the liver, which eventually can result in liver cirrhosis. While the early stages of NASH can be treated by changes in lifestyle, such as losing weight and exercising, once the disease progresses to NASH cirrhosis there is no treatment available short of a liver transplant. Of the total number of individuals in the world believed to presently have NASH, it is predicted that NASH cirrhosis will eventually kill 20 million of those people.

One of the results of NASH cirrhosis is an increase in blood pressure in the portal vein that brings blood and nutrients from the digestive tract through the liver and then out to the rest of the body. As the scarring effect of cirrhosis on the liver progresses, blood flow through the liver becomes more difficult, increasing the blood pressure in the portal vein, creating varying degrees of portal hypertension. Eventually, this increase in blood pressure causes the veins connected to the liver to dilate and form esophageal varices, which are dilated veins that divert blood through the esophagus, bypassing flow through the liver. These dilated veins in the esophagus are prone to bleeding, which is a major cause of morbidity and mortality in patients with NASH cirrhosis. About half of the patients with well compensated NASH cirrhosis do not have varices, and identification of these patients is determined by endoscopy, which is included in the standard of care for all patients with cirrhosis.

About GR-MD-02

GR-MD-02 is a complex carbohydrate drug that targets galectin-3, a critical protein in the pathogenesis of fatty liver disease and fibrosis. Galectin-3 plays a major role in diseases that involve scarring of organs including fibrotic disorders of the liver, lung, kidney, heart and vascular system. The drug binds to galectin-3 proteins and disrupts its function. Preclinical data in animals have shown that GR-MD-02 has robust treatment effects in reversing liver fibrosis and cirrhosis.

About Galectin Therapeutics

Galectin Therapeutics is dedicated to developing novel therapies to improve the lives of patients with chronic liver and cancer. Galectin's lead drug (GR-MD-02) is a carbohydrate-based drug that inhibits the galectin-3 protein that is directly involved in multiple inflammatory, fibrotic, and malignant diseases. The lead development program is in non-alcoholic steatohepatitis (NASH) with cirrhosis, the most advanced form of NASH related fibrosis. This is the most common liver disease and is believed to be one of the largest drug development opportunities available today. Additional exploratory development programs are in combination immunotherapy for advanced melanoma and other malignancies. Galectin seeks to leverage extensive scientific and development expertise as well as established relationships with external sources to achieve cost-effective and efficient development. Additional information is available at www.galectintherapeutics.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to future events or future financial performance, and use words such as "may," "estimate," "could," "expect" and others. They are based on management's current expectations and are subject to factors and uncertainties that could cause actual results to differ materially from those described in the statements. These statements include those regarding the hope that Galectin's development program for GR-MD-02 will lead to the first therapy for the treatment of fatty liver disease with cirrhosis and those regarding the hope that our lead compounds will be successful in cancer immunotherapy. Factors that could cause actual performance to differ materially from those discussed in the forward-looking statements include, among others, that the revised management leadership may not be as effective as the predecessor structure; Galectin may not be successful in developing effective treatments and/or obtaining the requisite approvals for the use of GR-MD-02 or any of its other drugs in development; manufacturing of drug product now in scale-up may not be successful or meet regulatory expectations, the Company's Phase 3 clinical trial, now in the initial planning stages, and any future clinical studies may not proceed and may not produce positive results in a timely fashion, if at all, and could prove time consuming and costly; plans regarding development, approval and marketing of any of Galectin's drugs are subject to change at any time based on the changing needs of the Company as determined by management and regulatory agencies; regardless of the results of any of its development programs, Galectin may be unsuccessful in developing partnerships with other companies or raising additional capital that would allow it to further develop and/or fund any studies or trials. Galectin has incurred operating losses since inception, and its ability to successfully develop and market drugs may be impacted by its ability to manage costs and finance continuing operations. For a discussion of additional factors impacting Galectin's business, see the Company's Annual Report on Form 10-K for the year ended December 31, 2017, and subsequent filings with the SEC. You should not place undue reliance on forward-looking statements. Although subsequent events may cause its views to change, management disclaims any obligation to update forward-looking statements.

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