

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D**

OMB APPROVAL

OMB Number: 3235-0076  
Estimated average burden  
hours per response: 4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number)

[0001133416](#)

Name of Issuer

[GALECTIN THERAPEUTICS INC](#)

Jurisdiction of Incorporation/Organization

[NEVADA](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous  
Names

None

[PRO PHARMACEUTICALS  
INC](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

**2. Principal Place of Business and Contact Information**

Name of Issuer

[GALECTIN THERAPEUTICS INC](#)

Street Address 1

[4960 PEACHTREE INDUSTRIAL BOULEVARD](#)

Street Address 2

[SUITE 240](#)

City

[NORCROSS](#)

State/Province/Country

[GEORGIA](#)

ZIP/PostalCode

[30071](#)

Phone Number of Issuer

[678-620-3186](#)

**3. Related Persons**

Last Name

[Traber](#)

First Name

[Peter](#)

Middle Name

[G](#)

Street Address 1

[4960 Peachtree Industrial Blvd.](#)

Street Address 2

[Suite 240](#)

City

[Norcross](#)

State/Province/Country

[GEORGIA](#)

ZIP/PostalCode

[30071](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[Callicutt](#)

First Name

[Jack](#)

Middle Name

[W](#)

Street Address 1

[4960 Peachtree Industrial Blvd.](#)

Street Address 2

[Suite 240](#)

City

[Norcross](#)

State/Province/Country

[GEORGIA](#)

ZIP/PostalCode

[30071](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[Czirr](#)

First Name

[James](#)

Middle Name

[C](#)

Street Address 1

[4960 Peachtree Industrial Blvd.](#)

Street Address 2

[Suite 240](#)

City State/Province/Country ZIP/PostalCode  
Norcross GEORGIA 30071

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name  
Amelio Gilbert F  
Street Address 1 Street Address 2  
4960 Peachtree Industrial Blvd. Suite 240  
City State/Province/Country ZIP/PostalCode  
Norcross GEORGIA 30071

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Greenberg Arthur R  
Street Address 1 Street Address 2  
4960 Peachtree Industrial Blvd. Suite 240  
City State/Province/Country ZIP/PostalCode  
Norcross GEORGIA 30071

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name  
Freeman Kevin D  
Street Address 1 Street Address 2  
4960 Peachtree Industrial Blvd. Suite 240  
City State/Province/Country ZIP/PostalCode  
Norcross GEORGIA 30071

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name  
Mauldin John G.  
Street Address 1 Street Address 2  
4960 Peachtree Industrial Blvd. Suite 240  
City State/Province/Country ZIP/PostalCode  
Norcross GEORGIA 30071

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Omenn Gilbert S  
Street Address 1 Street Address 2  
4960 Peachtree Industrial Blvd. Suite 240  
City State/Province/Country ZIP/PostalCode  
Norcross GEORGIA 30071

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name  
Prelack Steven G.  
Street Address 1 Street Address 2

4960 Peachtree Industrial Blvd.

Suite 240

City

State/Province/Country

ZIP/PostalCode

Norcross

GEORGIA

30071

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Rubin

Marc

G.

Street Address 1

Street Address 2

4960 Peachtree Industrial Blvd.

Suite 240

City

State/Province/Country

ZIP/PostalCode

Norcross

GEORGIA

30071

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture

Banking & Financial Services

Commercial Banking

Insurance

Investing

Investment Banking

Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Yes

No

Other Banking & Financial Services

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

Health Care

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

Real Estate

Commercial

Construction

REITS & Finance

Residential

Other Real Estate

Retailing

Restaurants

Technology

Computers

Telecommunications

Other Technology

Travel

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

#### 5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

No Revenues

No Aggregate Net Asset Value

- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) |   |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input type="checkbox"/> Section 3(c)(1)                     | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Section 3(c)(2)                     | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Section 3(c)(3)                     | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(4)                     | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506(b)                  | <input type="checkbox"/> Section 3(c)(5)                     | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Rule 506(c)                             | <input type="checkbox"/> Section 3(c)(6)                     | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(a)(5)          | <input type="checkbox"/> Section 3(c)(7)                     |   |

**7. Type of Filing**

- New Notice Date of First Sale 2015-11-25  First Sale Yet to Occur
- Amendment

**8. Duration of Offering**

Does the Issuer intend this offering to last more than one year?  Yes  No

**9. Type(s) of Securities Offered (select all that apply)**

- |   |   |
|---|---|
| <input type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt   | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)                 |

**10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$0 USD

**12. Sales Compensation**

Recipient Roth Capital Partners, LLC (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None Street Address 1	Recipient CRD Number <input type="checkbox"/> None 15407 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None Street Address 2
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888 San Clemente Drive

City  
Newport Beach

State/Province/Country  
CALIFORNIA

ZIP/Postal Code  
92660

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States  All States

Foreign/non-US

- CALIFORNIA
- NEW JERSEY
- NEW YORK

**13. Offering and Sales Amounts**

Total Offering Amount      USD or  Indefinite  
 Total Amount Sold          \$0 USD  
 Total Remaining to be Sold    USD or  Indefinite

Clarification of Response (if Necessary):

Simultaneous with a registered offering, issuer issued these warrants to purchase up to 3,571,425 shares of common stock at exercise price of \$2.50 per share. If all warrants are exercised for cash, issuer would receive \$8,928,562.50 in proceeds.

**14. Investors**

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

**15. Sales Commissions & Finder's Fees Expenses**

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$588,571 USD  Estimate  
 Finders' Fees      \$0 USD  Estimate

Clarification of Response (if Necessary):

Represents 6% of gross proceeds received by issuer in simultaneous registered offering (excluding up to \$80,000 in expense reimbursement)

**16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

**Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
GALECTIN THERAPEUTICS INC	Peter G. Traber	Peter G. Traber, M.D.	Chief Executive Officer and President	2015-12-21

*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.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.