SEC Form 5

FORM 5

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

Form 4 Transactions Reported.

Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

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

OWNERSHIP

1. Name and Address of Reporting Person* <u>10X Fund, L.P.</u>			2. Issuer Name and Ticker or Trading Symbol <u>GALECTIN THERAPEUTICS INC</u> [GALT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify
(Last) (First) (Middle) 545 DUTCH VALLEY ROAD, N.E., SUITE A		()	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2018	below) below)
(Street) ATLANTA, (City)	GA (State)	30324 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X 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.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of	6. Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership	
		(Month/Day/Year)	8)	Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock	03/31/2018		J (1)(4)	48,802	A	\$4.72 ⁽¹⁾	3,170,205	D ⁽⁵⁾		
Common Stock	06/30/2018		J ⁽²⁾⁽⁴⁾	31,606	A	\$7.28 ⁽²⁾	2,681,811	D ⁽⁵⁾		
Common Stock	09/30/2018		J ⁽³⁾⁽⁴⁾	38,144	A	\$6.03 ⁽³⁾	2,719,955	D ⁽⁵⁾		

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
	nd Address of Ind, L.P.	Reporting Person [*]												
(Last) 545 DUT		(First) EY ROAD, N.E.,	(Middle) SUITE A											
(Street) ATLAN	ГА,	GA	30324											
(City)		(State)	(Zip)											
		Reporting Person [*] nagement, LL	<u>C</u>											
(Last) 545 DUT		(First) EY ROAD, N.E.,	(Middle) SUITE A											
(Street) ATLANT	ГА,	GA	30324											
(City)		(State)	(Zip)											
	nd Address of	Reporting Person [*]												
(Last)		(First)	(Middle)											

545 DUTCH VA	ALLEY ROAD, N	I.E., SUITE A	
(Street) ATLANTA,	GA	30324	
(City)	(State)	(Zip)	

Explanation of Responses:

1. Common stock received in satisfaction of \$230,160 of dividends due on Series B-1, B-2 and B-3 Convertible Preferred Stock owned by 10X Fund, L.P. pursuant to issuer's option to pay dividends in cash or common stock, at its sole discretion. The dividend was payable on 3/31/2018. The price is the amount of the dividend divided by the number shares issued in satisfaction of the dividend.

2. Common stock received in satisfaction of \$230,160 of dividends due on Series B-1, B-2 and B-3 Convertible Preferred Stock owned by 10X Fund, L.P. pursuant to issuer's option to pay dividends in cash or common stock, at its sole discretion. The dividend was payable on 6/30/2018. The price is the amount of the dividend divided by the number shares issued in satisfaction of the dividend.

3. Common stock received in satisfaction of \$230,160 of dividends due on Series B-1, B-2 and B-3 Convertible Preferred Stock owned by 10X Fund, L.P. pursuant to issuer's option to pay dividends in cash or common stock, at its sole discretion. The dividend was payable on 9/30/2018. The price is the amount of the dividend divided by the number shares issued in satisfaction of the dividend.

Exempt from Section 16(b) of the Securities Exchange Act pursuant to Rule 16a-9 and as an involuntary transaction pursuant to court decisions.
 10X Fund, L.P. has direct beneficial ownership of all the securities owned by 10X Fund, L.P. 10X Capital Management, LLC, a Florida limited liability company, is the general partner of 10X Fund, L.P., a

belaware limited partnership, and may be deemed to have indirect beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P., but disclaims beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P., but disclaims beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P., but disclaims beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P., but disclaims beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P., but disclaims beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P., but disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

 /s/ James C. Czirr, as

 Managing Member of the

 General Partner for 10X Fund,

 LP

 /s/ James C. Czirr, as

 Managing Member of 10X

 O4/01/2019

 Capital Management, LLC

 /s/ James C. Czirr, Individually

 04/01/2019

** 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.