FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
	OMB Number:	3235-0287								
	Estimated average b	urden								
- 1	hours nor roomanas:	0.5								

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

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

1. Name and Address of Reporting Person* <u>LEWIS JOEL</u>				2. Issuer Name <b>and</b> Ticker or Trading Symbol GALECTIN THERAPEUTICS INC								LT (Che	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner					
	O GALECTIN THERAPEUTICS INC.			3. Date of Earliest Transaction (Month/Day/Year) 01/24/2024							]	X Officer (give title Other (specify below)  President and CEO						
4960 PEACHTREE INDUSTRIAL BLVD., STE 240					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)	OSS G	A	30071												led by One led by More		•	
(City) (State) (Zip)				Rυ	Rule 10b5-1(c) Transaction Indication													
								ck this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to fy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.									to	
		Tab	le I - Non-	Deriva	ative	Sec	urities	Ac	quired, D	ispo	osed o	f, or Be	neficiall	y Owned				
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)				Execution Date,			Transaction Disposed Code (Instr. 5)			ities Acquired (A) or d Of (D) (Instr. 3, 4 and		5. Amour Securitie Beneficia Owned F Reported	s ally ollowing	6. Owne Form: D (D) or In (I) (Instr.	irect o direct B 4) C	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code				_ A	Amount	(A) or (D)	Price	Transact (Instr. 3 a	ion(s)						
	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 Da if any (Month/Day/Y	Co	ransac ode (Ir		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration D (Month/Day/	ate		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly Di or (I)	wnership orm: irect (D) Indirect (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Co	ode	v	(A)	(D)	Date Exercisable	Exp	oiration te	Title	Amount or Number of Shares					
Stock Option (right to buy) <sup>(1)</sup>	\$1.72	01/24/2024		1	A		91,000		(2)	01/2	24/2034	Common Stock	91,000	\$0	91,000		D	
Restricted Stock Unit	(3)	01/24/2024			A		56,000		(4)		(4)	Common Stock	56,000	\$0	56,000		D	

## **Explanation of Responses:**

- 1. The stock options were issued pursuant to the Galectin Therapeutics, Inc. 2019 Omnibus Equity Incentive Plan.
- 2. The options vest as follows: 25% on each of June 30, 2024; December 31, 2024; June 30, 2025; and December 31, 2025.
- 3. The Restricted Stock Units, if vested, convert into Common Stock on a one for one basis.
- 4. Restricted Stock Units vest 100% upon public announcement of Interim Analysis data from NAVIGATE clinical trial if such announcement is made on or before December 31, 2024 or they will expire unvested.

Jack W. Callicutt, by power of attorney

02/07/2024

\*\* 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.