SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* FREEMAN KEVIN D	2. Issuer Name **and** Ticker or Trading Symbol GALECTIN THERAPEUTICS INC [GALT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O GALECTIN THERAPEUTICS, INC. 4960 PEACHTREE INDUSTRIAL BLVD., STE 240	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2019	X Director 10% Owner Officer (give title below) Other (specify below)
(Street) NORCROSS GA 30071	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	05/31/2019		P		7,710	A	$4.28	9,710	I	By a limited liability company wholly-owned by Freeman Global Holdings, LLC[1]
Common Stock	05/31/2019		P		1,426	A	$4.28	23,469	D	
Common Stock								16,000	I	IRA

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				
Common Stock Purchase Warrant (right to buy)	$7	05/31/2019		P		4,753[2]		11/30/2019	05/31/2026	Common Stock	356	$0	4,753[2]	D	
Common Stock Purchase Warrant (right to buy)	$7	05/31/2019		P		25,700[2]		11/30/2019	05/31/2026	Common Stock	1,928	$0	25,700[2]	I	By a limited liability company wholly-owned by Freeman Global Holdings, LLC[1]

Explanation of Responses:

1. Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

2. Each warrant is exerciseable for 0.075 shares of Common Stock of the Company.

Remarks:

/s/ Jack W. Callicutt, by power of attorney — 06/03/2019

** 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.