

CZIRR JAMES C
Form 5
February 07, 2018

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
CZIRR JAMES C

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O GALECTIN THERAPEUTICS, INC. 4960, PEACHTREE INDUSTRIAL BLVD., SUITE 240

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NORCROSS, GA 30071

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/30/2017	Â	J(1)(4)	1,000 A	\$ 6 (1) 889,630	D	Â
Common Stock	09/30/2017	Â	J(2)(4)	119,129 A	\$ 1.93 (2) 3,254,279	I (5)	See Footnote 5
Common Stock	12/31/2017	Â	J(3)(4)	111,149 A	\$ 2.07 3,365,428	I (5)	See Footnote

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CZIRR JAMES C
C/O GALECTIN THERAPEUTICS, INC. 4960
PEACHTREE INDUSTRIAL BLVD., SUITE 240
NORCROSS, GA 30071

Â X Â Â Â

Signatures

/s/ James C.
Czirr

02/07/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) Common stock received in satisfaction of \$6,000 of dividends due on Series A Convertible Preferred Stock owned by James C. Czirr pursuant to issuer's option to pay dividends in cash or common stock, at its sole discretion. The dividend was payable on 9/30/17. 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 9/30/17. The price is the amount of the dividend divided by the number shares issued in satisfaction of the dividend.

(3)

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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 12/31/17. The price is the amount of the dividend divided by the number shares issued in satisfaction of the dividend.

- (4) Exempt from Section 16(b) of the Securities Exchange Act pursuant to Rule 16a-9 and as an involuntary transaction pursuant to court decisions.

- (5) 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 Delaware 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. 10X Capital Management, LLC disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.