### GALECTIN THERAPEUTICS INC

Form 4/A

November 18, 2016

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

**OMB** Number:

Expires:

3235-0287

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

subject to Section 16. Form 4 or

**SECURITIES** 

Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

GALECTIN THERAPEUTICS INC

(Check all applicable)

[GALT]

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

X\_ Director 10% Owner

(Month/Day/Year)

04/19/2016

04/21/2016

Officer (give title Other (specify

C/O GALECTIN THERAPEUTICS.

INC. 4960, PEACHTREE

INDUSTRIAL BLVD., SUITE 240

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NORCROSS, GA 30071

(City)

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. Transactio Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/19/2016		Code V	Amount 33,100	(D) D	Price \$ 1.6802	(Instr. 3 and 4) 3,271,909 (3)	I	By 10X Fund, LP
Common Stock	04/20/2016		S	11,212	D	\$ 1.573 (2)	3,260,697 (3)	I	By 10X Fund, LP

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

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### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	•	of	Number		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			

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



Relationships

# **Signatures**

/s/ James C.
Czirr

\*\*Signature of Date

\*\*Signature of
Reporting Person

# **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).
- Reflects weighted average price. Range of gross prices were between \$1.69 and \$1.715. The reporting person will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price. This Form 4/A amends the original filing to show the net sales price after deduction of commissions charged by the selling broker.
- Reflects weighted average price. Range of gross prices were between \$1.55 and \$1.62. The reporting person will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price. This Form 4/A amends the original filing to show the net sales price after deduction of commissions charged by the selling broker.
- (3) The transaction was consummated by 10X Fund, L.P., a Delaware limited partnership, and not by the Reporting Person. The Reporting Person is a managing member of 10X Capital Management, LLC, a Florida limited liability company acting as the general partner of 10X Fund, L.P., and as such, may be deemed to have indirect beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P. Mr. Czirr disclaims beneficial ownership of the reported securities except to the extent of his after fund payout pecuniary

Reporting Owners 2

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interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space 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.