

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 3, 2022**

**Windtree Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-26422**  
(Commission  
File Number)

**94-3171943**  
(I.R.S. Employer  
Identification No.)

**2600 Kelly Road, Suite 100**  
**Warrington, Pennsylvania**  
(Address of principal executive offices)

**18976**  
(Zip Code)

**(215) 488-9300**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.001 per share	WINT	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 3, 2022, the board of directors (the “Board”) of Windtree Therapeutics, Inc. (the “Company”) approved an amendment (the “Bylaws Amendment”) to the Amended and Restated By-Laws of the Company (the “Bylaws”), effective immediately. The Bylaws Amendment amended Section 5 of ARTICLE I of the Bylaws to reduce the quorum requirement for all meetings of stockholders of the Company from a majority of the voting capital stock issued and outstanding and entitled to vote to one third of the voting capital stock issued and outstanding and entitled to vote.

The foregoing description of the Bylaws Amendment is qualified in its entirety by reference to the full text of the Bylaws Amendment, a copy of which is filed with this Current Report on Form 8-K as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits****(d) Exhibits**

The following exhibits are being filed herewith:

<b>Exhibit No.</b>	<b>Document</b>
3.1	<a href="#">Amendment to Amended and Restated By-Laws of Windtree Therapeutics, Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 3, 2022

### **Windtree Therapeutics, Inc.**

By: /s/ Craig E. Fraser  
Name: Craig E. Fraser  
Title: President and Chief Executive Officer

**AMENDMENT TO THE  
AMENDED AND RESTATED BY-LAWS  
of  
WINDTREE THERAPEUTICS, INC.**

The Amended and Restated By-Laws (the “*Bylaws*”), of Windtree Therapeutics, Inc., a Delaware corporation (the “*Company*”), are hereby amended as follows, effective as of June 3, 2022.

1. Section 5 of ARTICLE I of the Bylaws is hereby amended and restated in its entirety to read as follows:

**“Quorum.** At all meetings of the stockholders, the holders of one third of the votes of the shares of stock of the Corporation issued and outstanding and entitled to vote shall be present in person or by proxy to constitute a quorum for the transaction of any business, except when stockholders are required to vote by class, in which event a majority of the issued and outstanding shares of the appropriate class shall be present in person or by proxy, or except as otherwise provided by statute or in the Corporation’s Restated Certificate of Incorporation (the “Certificate of Incorporation”). In the absence of a quorum, the holders of a majority of the votes of the shares of stock present in person or by proxy and entitled to vote, or if no stockholder entitled to vote is present, then the chairman of the meeting, as set forth in Section 6 below, may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.”

2. Except as specifically amended herein, the Bylaws shall remain unchanged and in full force and effect.

*[Remainder of page intentionally left blank]*

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**WINDTREE THERAPEUTICS, INC.**  
**CERTIFICATE OF ADOPTION OF**  
**AMENDMENT TO AMENDED AND RESTATED BY-LAWS**

The undersigned hereby certifies that he is the duly elected, qualified, and acting Corporate Secretary of Windtree Therapeutics, Inc., a Delaware corporation, and that the foregoing Amendment to the Amended and Restated By-Laws constitutes the entire amendment to the Amended and Restated By-laws, as duly adopted by the Board of Directors on June 3, 2022.

/s/ John P. Hamill

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John P. Hamill

Corporate Secretary