

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

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FORM 8-K

CURRENT REPORT

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

October 10, 2018

Date of Report (Date of earliest event reported)

**Windtree Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**000-26422**

(Commission File Number)

**94-3171943**

(IRS Employer Identification Number)

**2600 Kelly Road, Suite 100**

**Warrington, Pennsylvania 18976**

(Address of principal executive offices)

**(215) 488-9300**

(Registrant's telephone number, including area code)

(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:

- 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))
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**Item 1.01**            **Entry into a Material Definitive Agreement.**

As previously announced, on June 13, 2018 (the “**Effective Date**”), Windtree Therapeutics, Inc. (the “**Company**”) entered into a Guaranty and Replenishment Agreement (“**Agreement**”) with Lee’s Pharmaceutical Holdings Limited, a company organized and existing under the laws of the Cayman Islands (“**Lee’s**”). Pursuant to the Agreement, Lee’s agreed to replenish amounts expended by the Company out of its Minimum Cash (as defined in the Agreement) and secured its obligation to the Company by delivering an Irrevocable Stand-by Letter of Credit (the “**Letter of Credit**”) in the amount of \$1,000,000 in favor of the Company. The Letter of Credit, which was an exhibit to the Agreement that was filed on June 19, 2018, as Exhibit 10.1 to the Company’s Current Report on Form 8-K, was set to expire effective October 31, 2018.

On October 10, 2018, Lee’s amended the Letter of Credit to extend its expiry date until December 28, 2018 (“**Amendment**”). A copy of the Amendment is attached as Exhibit 10.1 to this Current Report on Form 8-K.

**Item 9.01.**            **Financial Statements and Exhibits.**

(d)                    Exhibits

10.1                Amendment dated October 10, 2018, to Irrevocable Stand-by Letter of Credit dated June 13, 2018.

**Cautionary Note Regarding Forward-looking Statements:**

To the extent that statements in this Current Report on Form 8-K are not strictly historical, including statements as to business strategy, outlook, objectives, future milestones, plans, intentions, goals, future financial conditions, future collaboration agreements, the success of the Company’s product development or otherwise as to future events, such statements are forward-looking, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements contained in this Current Report are subject to certain risks and uncertainties that could cause actual results to differ materially from the statements made. Such risks and others are further described in the Company’s filings with the Securities and Exchange Commission including the most recent reports on Forms 10-K, 10-Q and 8-K, and any amendments thereto.

**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 hereunto duly authorized.

**Windtree Therapeutics, Inc.**

By: /s/ Craig Fraser  
Craig Fraser  
President and Chief Executive Officer

Date:    October 16, 2018

Amendment to  
Irrevocable Standby Letter of Credit

Advice Date: October 10, 2018

**BENEFICIARY**

WINDTREE THERAPEUTICS INC  
2600 KELLY RD., SUITE 100  
WARRINGTON, Pennsylvania 18976

**ISSUING BANK**

BANK OF CHINA CENTRE  
COUNTER 6/F., BANK OF CHINA CENTRE OLYMPIAN CITY, 11 HOI FAI ROAD  
WEST KOWLOON, HONG KONG

**APPLICANT**

LEE'S PHARMACEUTICAL HOLDINGS LIMITED UNIT 110●111, BIO-INFORMATICS CENTRE, NO. 2  
SCIENCE PARK WEST AVENUE  
HONG KONG SCIENCE PARK  
SHATIN, HONG KONG

GENTLEMEN:

AT THE REQUEST OF THE OPENING BANK WE ENCLOSE THE ORIGINAL OF THEIR LETTER OF CREDIT AMENDMENT. WE HAVE RETAINED A COPY OF THE CREDIT. THE AUTHENTICITY OF THIS LETTER OF CREDIT AMENDMENT HAS BEEN REVIEWED BY US AND FOUND TO BE IN ORDER.

WE SUGGEST YOU REVIEW THE LETTER OF CREDIT AMENDMENT IMMEDIATELY TO DETERMINE THAT THE TERMS AND CONDITIONS MEET THE REQUIRED TERMS OF THE CREDIT INSTRUMENT OR FACILITY. IF YOU FIND THE TERMS AND CONDITIONS OF THIS STANDBY LETTER OF CREDIT AMENDMENT UNACCEPTABLE, PLEASE CONTACT YOUR CUSTOMER (THE APPLICANT) AND REQUEST THEM TO INSTRUCT THE ISSUING BANK TO AMEND THE CREDIT ACCORDINGLY.

EXCEPT FOR AUTHENTICATION OF THE ENCLOSED AMENDMENT, THIS IS SOLELY AN ADVICE OF THIS LETTER OF CREDIT AMENDMENT AND CONVEYS NO OBLIGATION ON THE PART OF WELLS FARGO BANK, N.A.

BELOW IS THE STANDBY LETTER OF CREDIT AMENDMENT AS RECEIVED FROM BANK OF CHINA (HONG KONG) LIMITED

Beneficiary (before this amendment) WINDTREE THERAPEUTICS, INC.

New Date of Expiry  
181228

Narrative

ADDITIONAL CONDITIONS IS AMENDED (47):.

++"THIS STAND-BY LETTER OF CREDIT TAKES EFFECT FROM ITS ISSUING DATE AND SHALL REMAIN VALID AND IN FULL FORCE UNTIL 28TH DECEMBER, 2018 (HEREINAFTER CALLED "THE EXPIRY DATE") AT OUR COUNTER 6/F., BANK OF CHINA CENTRE, OLYMPIAN CITY,11 HOI FAI ROAD, WEST KOWLOON, HONG KONG." INSTEAD OF ORIGINALLY STATED.

ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED. THIS IS THE OPERATIVE AMENDMENT. NO AIRMAIL CONFIRMATION WILL FOLLOW.