

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Windtree Therapeutics, Inc.
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction of incorporation or organization)

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

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

18976
(Zip Code)

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

<u>Title of Each Class to be so Registered</u>	<u>Name of Each Exchange on Which Each Class is to be Registered</u>
Common Stock, \$0.001 par value per share	The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement filed number to which this form relates: 333-236085

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

Item 1. Description of Registrant's Securities to be Registered

A description of the common stock, par value \$0.001 per share, of Windtree Therapeutics, Inc. (the "Registrant"), is set forth under the heading "Description of Capital Stock" contained in the Registrant's Registration Statement on Form S-1 (File No. 333-236085) (the "Registration Statement"), originally filed with the Securities and Exchange Commission on January 27, 2020, as subsequently amended, and is hereby incorporated herein by reference. The description of the common stock included in any prospectus that constitutes a part of the Registration Statement and is subsequently filed by the Registrant pursuant to Section 424(b) of the Securities Act of 1933, as amended, shall also be deemed to be incorporated herein by reference.

Item 2. Exhibits

Pursuant to the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

WINDTREE THERAPEUTICS, INC.

Date: May 15, 2020

By: /s/ Craig E. Fraser _____

Name: Craig E. Fraser

Title: President and Chief Executive Officer