

**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): January 8, 2025

**Windtree Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-39290  
(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)

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

Not Applicable  
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On January 8, 2025, the Board of Directors (the “Board”) of Windtree Therapeutics, Inc. (the “Company”) approved an increase in the number of directors on the Board to five and appointed Leanne Kelly as a director and member and chair of the Audit Committee, effective immediately. Ms. Kelly will serve until the next annual meeting of the Company’s stockholders and until her successor is elected and qualified, subject to her earlier death, resignation, disqualification or removal.

Ms. Kelly, age 47, currently serves as the Chief Financial Officer of GRI Bio, Inc., a biotechnology company advancing cell modulators for the treatment of inflammatory, fibrotic and autoimmune diseases and has served in this role since April 2023. She brings over 20 years of experience leading private and publicly traded companies across life science, technology and e-Commerce sectors with a foundation in public accounting. From May 2021 until Vallon Pharmaceuticals, Inc.’s merger with GRI Bio, Inc. in April 2023, she served as Chief Financial Officer of Vallon Pharmaceuticals, Inc. From 2016 to 2021, she served as Controller and Executive Director, Global Financial Reporting at OptiNose, Inc., a multi-million dollar revenue specialty pharmaceutical company. Over the course of her career, she has held Senior Vice President of Finance, Controller and Chief Financial Officer positions in private and public companies such as Flower Orthopedics, Iroko Pharmaceuticals, LLC and Genaera Corporation. Ms. Kelly began her career as an auditor with KPMG LLP. While serving in those roles, Ms. Kelly’s work included multi-million dollar financings, M&A diligence and support. She also has experience in financial oversight, internal and external financial reporting, forecasting and financial analysis, as well as investor and public relations. Ms. Kelly received her B.Sc. in Business Economics with a concentration in Accounting from Lehigh University and is a licensed CPA (inactive status) in the state of Pennsylvania.

There are no arrangements or understandings between Ms. Kelly and any other persons pursuant to which Ms. Kelly was selected as a director of the Company. The Company is not aware of any relationships or transactions in which Ms. Kelly has or will have an interest, or was or is a party, requiring disclosure under Item 404(a) of Regulation S-K. No material plan, contract or arrangement (written or otherwise) to which Ms. Kelly is a party or a participant was entered into or materially amended in connection with him joining the Board, and Ms. Kelly did not receive any grant or award or any modification thereto, under any such plan, contract or arrangement in connection with such event, other than the normal cash fees payable to the Company's directors.

**Item 8.01 Other Events**

On December 4, 2024, the Company received a notification letter from the Nasdaq Listing Qualification Department stating that the Company was no longer in compliance with Nasdaq’s independent director and auditor committee requirements as set forth in Listing Rule 5605. The Company expects that Ms. Kelly’s appointment as an independent director and a member of the Audit Committee will resolve the Nasdaq deficiency.

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

The following exhibits are being filed herewith:

<b>Exhibit No.</b>	<b>Document</b>
99.1	<a href="#">Press Release of Windtree Therapeutics, Inc., dated January 13, 2025.</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.

Windtree Therapeutics, Inc.

By:           /s/ Jed Latkin          

Name: Jed Latkin

Title: President and Chief Executive Officer

Date: January 13, 2025

## Windtree Announces the Addition of Leanne Kelly to Its Board of Directors

**WARRINGTON, PA – January 13, 2025** – Windtree Therapeutics, Inc. (“Windtree” or the “Company”) (NasdaqCM: WINT), a biotechnology company focused on advancing early and late-stage innovative therapies for critical conditions and diseases, today announced the appointment of Leanne Kelly to its board of directors (“Board”). Ms. Kelly has significant public company executive experience and joins the Board as an independent director and chair of the audit committee.

Ms. Kelly has served as GRI Bio’s Chief Financial Officer since April 2023. She brings over 20 years of experience leading private and publicly traded companies across life science, technology and e-Commerce sectors with a foundation in public accounting. Prior to joining GRI Bio, she most recently served as Chief Financial Officer of Vallon Pharmaceuticals from May 2021 until April 2023. Previously, she was Controller and Executive Director, Global Financial Reporting at OptiNose, Inc. from 2016 to 2021. Over the course of her career, she has held Senior Vice President of Finance, Controller and Chief Financial Officer positions in private and public companies such as Flower Orthopedics from 2013 to 2016, Iroko Pharmaceuticals, LLC in 2013, and Genaera Corporation from 2002 to 2009. Ms. Kelly received her undergraduate degree in business economics with a concentration in accounting from Lehigh University and is a licensed CPA (inactive status) in the state of Pennsylvania.

Jed Latkin, CEO of Windtree said, “We are excited to welcome Leanne to Windtree’s Board of Directors. Her experience will enhance the strength of our Board as we launch our new corporate strategy to become a revenue-generating biotech by using Company equity to acquire small biotech companies struggling to maximize the commercial potential of their FDA-approved products. We look forward to sharing our progress as we execute this strategy.”

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

Windtree Therapeutics, Inc. is a biotechnology company focused on advancing early and late-stage innovative therapies for critical conditions and diseases. Windtree’s portfolio of product candidates includes istaroxime, a Phase II candidate with SERCA2a activating properties for acute heart failure and associated cardiogenic shock, preclinical SERCA2a activators for heart failure and preclinical precision aPKC $\alpha$  inhibitors that are being developed for potential in rare and broad oncology applications. Windtree also has a licensing business model with partnership out-licenses currently in place.

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## **Forward Looking Statements**

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. The Company may, in some cases, use terms such as “predicts,” “believes,” “potential,” “proposed,” “continue,” “estimates,” “anticipates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “will,” “should” or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Such statements are based on information available to the Company as of the date of this press release and are subject to numerous important factors, risks and uncertainties that may cause actual events or results to differ materially from the Company’s current expectations. Examples of such risks and uncertainties include, among other things: the Company’s ability to secure significant additional capital as and when needed; the Company’s ability to achieve the intended benefits of the aPKCi asset acquisition with Varian Biopharmaceuticals, Inc.; the Company’s risks and uncertainties associated with the success and advancement of the clinical development programs for istaroxime and the Company’s other product candidates, including preclinical oncology candidates; the Company’s ability to access the debt or equity markets; the Company’s ability to manage costs and execute on its operational and budget plans; the results, cost and timing of the Company’s clinical development programs, including any delays to such clinical trials relating to enrollment or site initiation; risks related to technology transfers to contract manufacturers and manufacturing development activities; delays encountered by the Company, contract manufacturers or suppliers in manufacturing drug products, drug substances, and other materials on a timely basis and in sufficient amounts; risks relating to rigorous regulatory requirements, including that: (i) the U.S. Food and Drug Administration or other regulatory authorities may not agree with the Company on matters raised during regulatory reviews, may require significant additional activities, or may not accept or may withhold or delay consideration of applications, or may not approve or may limit approval of the Company’s product candidates, and (ii) changes in the national or international political and regulatory environment may make it more difficult to gain regulatory approvals and risks related to the Company’s efforts to maintain and protect the patents and licenses related to its product candidates; risks that the Company may never realize the value of its intangible assets and have to incur future impairment charges; risks related to the size and growth potential of the markets for the Company’s product candidates, and the Company’s ability to service those markets; the Company’s ability to develop sales and marketing capabilities, whether alone or with potential future collaborators; the rate and degree of market acceptance of the Company’s product candidates, if approved; the economic and social consequences of the COVID-19 pandemic and the impacts of political unrest, including as a result of geopolitical tension, including the conflict between Russia and Ukraine, the People’s Republic of China and the Republic of China (Taiwan), and the evolving events in Israel and Gaza, and any sanctions, export controls or other restrictive actions that may be imposed by the United States and/or other countries which could have an adverse impact on the Company’s operations, including through disruption in supply chain or access to potential international clinical trial sites, and through disruption, instability and volatility in the global markets, which could have an adverse impact on the Company’s ability to access the capital markets. These and other risks are described in the Company’s periodic reports, including its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, filed with or furnished to the Securities and Exchange Commission and available at [www.sec.gov](http://www.sec.gov). Any forward-looking statements that the Company makes in this press release speak only as of the date of this press release. The Company assumes no obligation to update forward-looking statements whether as a result of new information, future events or otherwise, after the date of this press release.

## **Contact Information:**

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