

**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): February 7, 2023

**Windtree Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

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:

- 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 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.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On February 7, 2023, Windtree Therapeutics, Inc. (the “Company”) held a Special Meeting of Stockholders (the “Special Meeting”) where the Company’s stockholders voted on and approved an amendment to the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Charter”), to effect a reverse stock split of the Company’s outstanding shares of common stock, par value \$0.001 per share (the “Common Stock”) by a ratio of any whole number between 1-for-20 and 1-for-50, the implementation and timing of which shall be subject to the discretion of the Company’s Board of Directors (the “Reverse Stock Split”). The following is a brief description of the final voting results from the Special Meeting.

*Proposal 1 – Reverse Stock Split.* The Reverse Stock Split was approved, as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
14,533,738,219	2,868,910,044	22,636,614

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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.

Dated: February 8, 2023

Windtree Therapeutics, Inc.

By: /s/ Craig E. Fraser

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Name: *Craig E. Fraser*

Title: *President and Chief Executive Officer*