

CZIRR JAMES C
Form 4
April 01, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
10X Fund, L.P.

2. Issuer Name and Ticker or Trading Symbol
GALECTIN THERAPEUTICS INC
[GALT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
545 DUTCH VALLEY ROAD, N.E.,
SUITE A
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/11/2019

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

ATLANTA,, GA 30324

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/11/2019		C(2)		2,000,000	A	\$ 3
Common Stock	01/11/2019		C(2)		139,211	A	\$ 2.6938
Common Stock	01/11/2019		C(2)		753,138	A	\$ 1.4938
Common Stock	01/11/2019		C(2)		896,997	A	\$ 1.1238

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B-1 Preferred Stock	\$ 3	01/11/2019		<u>C(2)</u>		900,000	<u>(1)</u>	<u>(1)</u>	Common Stock	600,000
Series B-2 Preferred Stock	\$ 3	01/11/2019		<u>C(2)</u>		450,000	<u>(1)</u>	<u>(1)</u>	Common Stock	300,000
Series B-2 Preferred Stock	\$ 3	01/11/2019		<u>C(2)</u>		250,000	<u>(1)</u>	<u>(1)</u>	Common Stock	166,667
Series B-2 Preferred Stock	\$ 3	01/11/2019		<u>C(2)</u>		150,000	<u>(1)</u>	<u>(1)</u>	Common Stock	100,000
Series B-2 Preferred Stock	\$ 3	01/11/2019		<u>C(2)</u>		162,500	<u>(1)</u>	<u>(1)</u>	Common Stock	108,333
Series B-2 Preferred Stock	\$ 3	01/11/2019		<u>C(2)</u>		155,000	<u>(1)</u>	<u>(1)</u>	Common Stock	103,333
Series B-2 Preferred Stock	\$ 3	01/11/2019		<u>C(2)</u>		162,500	<u>(1)</u>	<u>(1)</u>	Common Stock	108,333
Series B-2 Preferred	\$ 3	01/11/2019		<u>C(2)</u>		162,500	<u>(1)</u>	<u>(1)</u>	Common Stock	108,333

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/s/ James C. Czirr, as Managing Member of 10X Capital Management, LLC

04/01/2019

__Signature of Reporting Person

Date

/s/ James C. Czirr, Individually

04/01/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Conversion of Series B-1, B-2 and B-3 Convertible Preferred Stock into Common Stock. The Series B-1, B-2 and B-3 Convertible Preferred Stock was convertible at any time at the option of the holder, and was perpetual.
- (2) Exempt from Section 16(b) of the Securities Exchange Act pursuant to Rule 16a-6.
10X Fund, L.P. has direct beneficial ownership of all the securities owned by 10X Fund, L.P. 10X Capital Management, LLC, a Florida limited liability company, is the general partner of 10X Fund, L.P., a Delaware limited partnership, and may be deemed to have indirect beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P., but disclaims beneficial ownership of the
- (3) reported securities except to the extent of its pecuniary interest therein. James C. Czirr is the manager of 10X Capital Management, LLC, and may be deemed to have indirect beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P. and 10X Capital Management, LLC., but disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.