

CLEVELAND BIOLABS INC  
Form 8-K  
May 18, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 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): May 12, 2015**

**CLEVELAND BIOLABS, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**                      **001-32954**                      **20-0077155**  
(State of incorporation) (Commission File Number) (IRS Employer Identification No.)

**73 High Street**

**Buffalo, New York 14203**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(716) 849-6810**

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))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 12, 2015, the Board of Directors of Cleveland BioLabs, Inc. (the “Company”) adopted an amendment (the “Amendment”) to the Company’s Second Amended and Restated By-Laws (the “By-Laws”), effective immediately, to add a new Article XIV to the By-Laws. The new provision provides that, unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company’s stockholders, (iii) any action asserting a claim against the Company arising pursuant to any provision of the Delaware General Corporation Law, the certificate of incorporation or the By-Laws of the Company, or (iv) any action asserting a claim governed by the internal affairs doctrine. The provision further provides that any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Company shall be deemed to have notice of and consented to the provision.

The foregoing summary of the Amendment is qualified in its entirety by reference to the complete text of the Amendment, a copy of which is attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d)

**Exhibit No. Description**

3.1 Amendment to Second Amended and Restated By-Laws of Cleveland BioLabs, Inc.

**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.

Date: May 18, 2015      CLEVELAND  
BIOLABS, INC.

By:    /s/ Yakov Kogan  
       Yakov Kogan  
       Chief Executive  
       Officer