

CLEVELAND BIOLABS INC  
Form 8-K  
January 13, 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): January 8, 2015**

**Cleveland BioLabs, Inc.**  
**(Exact Name of Issuer as Specified in Charter)**

**DELAWARE**  
**(State or Other Jurisdiction**  
**of Incorporation or Organization)**

**001-32954**  
**(Commission**  
**File Number)**  
**73 High Street**

**20-0077155**  
**(I.R.S. Employer**  
**Identification Number)**

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**Buffalo, NY 14203**

**(Address of Principal Executive Offices and zip code)**

**(716) 849-6810**

**(Registrant's Telephone Number, Including Area Code)**

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On January 8, 2015, Cleveland BioLabs, Inc. ( the Company ) entered into Amendment No. 1 to Securities Purchase Agreement and March 2010 Warrants (the Amendment ) to amend certain terms of (i) that certain Securities Purchase Agreement, dated as of February 25, 2010, (the Purchase Agreement ) by and among the Company and the parties (each individually a Purchaser, and collectively the Purchasers ) named on the signature pages attached thereto, and (ii) those certain Common Stock Purchase Warrants (the Warrants ) issued to the Purchasers pursuant to the Purchase Agreement.

With respect to the Purchase Agreement, the Amendment removes restrictions on the Company s ability to effect an issuance involving a variable rate transaction. With respect to the Warrants, the Amendment extends the termination date from March 2, 2015 to March 2, 2017 and provides anti-dilution protection for variable rate transactions.

The Amendment is filed as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing is only a brief description of the material terms of the Amendment and does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to the exhibits.

**Item 3.03(a) Material Modification to Rights of Security Holders**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03(a).

**Item 9.01 Financial Statements and Exhibits.**

(d)

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amendment No. 1 to Securities Purchase Agreement and March 2010 Warrants

**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.

**Cleveland BioLabs, Inc.**

Date: January 13, 2015

By: /s/ YAKOV KOGAN

Name: Yakov Kogan

Title: Chief Executive Officer