

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 27, 2018, the stockholders of Cleveland BioLabs, Inc. (the "Company") approved the Cleveland BioLabs, Inc. Equity Incentive Plan (the "Plan") at the annual meeting of the Company's stockholders. The Plan, which replaces the Company's expiring 2008 equity incentive plan, enables the Company to grant equity or cash awards to eligible officers, employees, directors and consultants. The Plan had previously been approved, subject to stockholder approval, by the Company's board of directors. A description of the material terms of the Plan is contained in the Company's definitive proxy statement for the Annual Meeting of Stockholders filed with the Securities and Exchange Commission on March 12, 2018, which is incorporated herein by reference. That summary is qualified in its entirety by reference to the text of the Plan, a copy of which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

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

The Company held its Annual Meeting of Stockholders on April 27, 2018 (the "2018 Annual Meeting") in Buffalo, New York. The results of matters submitted to a stockholder vote at the 2018 Annual Meeting are as follows:

Proposal 1: Election of Directors. Seven nominees were elected to serve on the Company's board of directors until the next annual meeting of stockholders and until their successors are elected and qualified with the votes set forth below:

| Nominee | For | Withheld | Broker Non-Votes |
|--------------------------|-----------|----------|------------------|
| Alexander Andryushechkin | 7,222,259 | 72,571 | 3,305,619 |
| Anna Evdokimova | 7,134,373 | 160,457 | 3,305,619 |
| Alexey Nechaev | 7,214,775 | 80,055 | 3,305,619 |
| Ivan Persiyarov | 7,216,426 | 78,404 | 3,305,619 |
| Randy S. Saluck | 7,226,518 | 68,312 | 3,305,619 |
| Daniil Talyanskiy | 7,224,709 | 70,121 | 3,305,619 |
| Lea Verny | 6,917,914 | 376,916 | 3,305,619 |

Proposal 2: Ratification of Meaden & Moore, Ltd. as the independent registered public accounting firm for fiscal year ending December 31, 2018. The selection of Meaden & Moore, Ltd. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 was ratified with the votes set forth below:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 10,283,303 | 189,322 | 127,824 | |

Proposal 3: Approval of the Cleveland BioLabs, Inc. Equity Incentive Plan. The resolution relating to the approval of the Cleveland BioLabs, Inc. Equity Incentive Plan was approved with the votes set forth below:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 7,153,925 | 125,446 | 15,459 | 3,305,619 |

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibit

No. Description

10.1 Cleveland BioLabs, Inc. Equity Incentive Plan

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: May 1, 2018 By: /s/ YAKOV KOGAN

Name: Yakov Kogan

Title: Chief Executive Officer