

CLEVELAND BIOLABS INC
Form 8-K
June 16, 2014

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): June 11, 2014

CLEVELAND BIOLABS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation)

001-32954
(Commission

File Number)
73 High Street

20-0077155
(IRS Employer

Identification No.)

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

At the Annual Meeting of Stockholders of Cleveland Biolabs, Inc. (the Company) held on June 11, 2014 (the 2014 Annual Meeting) in Buffalo, New York, David C. Hohn and Paul E. DiCorleto retired from the board of directors, following the expiration of their current terms.

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

The results of matters submitted to a stockholder vote at the 2014 Annual Meeting are as follows:

Proposal 1: Election of Directors. Nine 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 |
|---------------------|------------|-----------|------------------|
| James J. Antal | 9,554,576 | 4,738,966 | 23,814,958 |
| Julia R. Brown | 11,005,781 | 3,287,761 | 23,814,958 |
| Andrei Gudkov | 12,440,974 | 1,852,568 | 23,814,958 |
| Daniel F. Hoth | 11,811,569 | 2,481,973 | 23,814,958 |
| Yakov Kogan | 11,344,339 | 2,949,203 | 23,814,958 |
| Richard S. McGowan | 10,367,608 | 3,925,934 | 23,814,958 |
| Anthony J. Principi | 11,419,779 | 2,873,763 | 23,814,958 |
| Alexander Polinsky | 11,810,608 | 2,482,934 | 23,814,958 |
| Randy S. Saluck | 10,277,518 | 4,016,024 | 23,814,958 |

Proposal 2: Ratification of Meaden & Moore, Ltd. as the independent registered public accounting firm for the fiscal year ended December 31, 2014. The selection of Meaden & Moore, Ltd. as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2014 was ratified with the votes set forth below:

| For | Against | Abstain |
|------------|---------|---------|
| 37,640,139 | 416,941 | 51,420 |

Proposal 3: Advisory vote to approve compensation of the named executive officers. The resolution relating to the non-binding stockholder advisory vote to approve the compensation of the Company's named executive officers, as described in the Proxy Statement, was approved with the votes set forth below:

| For | Against | Abstain | Broker Non-Votes |
|-----------|-----------|---------|------------------|
| 8,994,549 | 4,951,661 | 347,332 | 23,814,958 |

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: June 16, 2014

CLEVELAND BIOLABS, INC.

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