

ALTERA CORP
Form SD
May 28, 2015

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

FORM SD
Specialized Disclosure Report

ALTERA CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	0-16617 (Commission File Number)	77-0016691 (IRS Employer Identification No.)
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101 Innovation Drive, San Jose, California (Address of principal executive offices)	95134 (Zip Code)
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Ron Pasek
Senior Vice President and Chief Financial Officer
(408) 544-7000
(Name and telephone number, including area code,
of person to contact in connection with this report)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2014.

Section 1 - Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosure and Report

Conflict Minerals Disclosure

A copy of Altera Corporation's Conflict Minerals Report for the reporting period January 1, 2014 to December 31, 2014 is filed as Exhibit 1.01 hereto and is publicly available at www.altera.com.

Item 1.02 Exhibit

As specified in Section 2, Item 2.01 of this Form SD, Altera Corporation is filing its Conflict Minerals Report as Exhibit 1.01 to this report.

Section 2 - Exhibits

Item 2.01 Exhibits

The following exhibit is filed as part of this report:

Exhibit 1.01 - Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form.

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 duly authorized undersigned.

ALTERA CORPORATION

/s/ RONALD J. PASEK

Ronald J. Pasek
Senior Vice President and Chief Financial Officer

Dated: May 28, 2015

-SIZE: 10pt; FONT-FAMILY: times new roman">\$480,000

Yakov Kogan

- \$125,000 \$375,000

Andrei Gudkov

- - -

Actual amounts that the named executive officers could receive in the future as a result of a termination of employment could differ materially from the amounts set forth above as a result of, among other things, changes in their base salaries, changes in our stock price and the vesting and grants of additional equity awards.

Director Compensation

The following is a description of the standard compensation arrangements under which our directors are compensated for their service as directors, including as members of the various committees of our board. Each of our directors whose compensation is disclosed above is not compensated in addition to the compensation they receive as an executive officer of the Company.

For their service during 2010, each of our independent directors was entitled to receive an annual retainer of \$50,000. Each of our independent directors elected, however, to receive a portion of his annual retainer in the form of shares of our common stock rather than cash. Specifically, each of Messrs. Kasten, Perez, Antal and DiCorleto elected to receive common stock with a value equivalent to \$25,000, with the remaining \$25,000 portion of the retainer to be received by each in cash.

In addition to the annual retainer, the chairperson of the Audit Committee (Mr. Antal) received an annual fee of \$15,000 and the other members of the Audit Committee (Messrs. Kasten and Perez) each received an annual fee of \$10,000. The chairperson of the Compensation Committee (Mr. Antal) received an annual fee of \$7,500 and the other members of the Compensation Committee (Messrs. Antal and Perez) each received \$5,000. Each member of the Nominating and Corporate Governance Committee (Messrs. Kasten, DiCorleto, and Perez), including the chairperson, received an annual fee of \$2,500. For the year ending December 31, 2010, we granted to each of our independent directors options to purchase 35,000 shares of common stock at an exercise price of \$2.98 per share. All of those options were awarded on June 8, 2010, vested immediately upon grant and are exercisable for ten years. Each of our independent directors is also reimbursed for reasonable out-of-pocket expenses incurred in attending Board or Board committee meetings.

The following table shows the total compensation paid or accrued during the fiscal year ended December 31, 2010 to each of our directors.

Name (a)	Fees Earned or			Total (h)
	Paid in Cash (\$) (b)	Stock Awards (1)(\$) (c)	Option Awards (2)(\$) (d)	
Bernard L. Kasten	\$ 50,208	\$51,614	\$72,800	\$174,622
H. Daniel Perez	\$ 55,625	\$41,236	\$72,800	\$169,661
James J. Antal	\$ 53,958	\$51,614	\$72,800	\$178,372
Paul E. DiCorleto	\$ 30,208	\$51,614	\$72,800	\$154,622

(1) These amounts represent the grant date fair value of stock awards granted to each director in 2010 computed in accordance with FASB ASC Topic 718. A discussion of the assumptions used in determining grant date fair value may be found in Note 1Q to our Financial Statements, included in our Annual Report on Form 10-K for the year ended December 31, 2010.

(2) These amounts represent the grant date fair value of options granted to each director in 2010 computed in accordance with FASB ASC Topic 718. A discussion of the assumptions used in determining grant date fair value may be found in Note 1Q to our Financial Statements, included in our Annual Report on Form 10-K for the year ended December 31, 2010.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of December 31, 2010, regarding shares of common stock that may be issued under the Company's equity compensation plans, including the Cleveland BioLabs, Inc. Equity Incentive Plan, as amended. Information is included for both equity compensation plans approved by the Company's stockholders and not approved by the Company's stockholders (which date back to before the Company became a reporting company under the Exchange Act).

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders (1)	3,111,533	\$ 3.92	2,672,708
Equity compensation plans not approved by security holders (2)	152,907	\$ 3.10	-
Total	3,264,440	\$ 3.88	2,672,708

(1) Consists of the Cleveland BioLabs, Inc. Equity Incentive Plan, as amended.

(2) The number shown consists of shares to be issued upon equity grants made by us prior to our initial public offering, when we did not have any defined equity compensation plans approved by our stockholders.

REPORT OF AUDIT COMMITTEE

The Board of Directors maintains an Audit Committee comprised of three non-employee members of the Board of Directors. After reviewing the qualifications of the current members of the committee, and any relationships they may have with the Company that might affect their independence from the Company, the Board of Directors has determined that (1) all current members of the Audit Committee are “independent” as that concept is defined in Section 10A of the Exchange Act, (2) all current members of the Audit Committee are “independent” as that concept is defined in The NASDAQ Marketplace Rules, (3) all current members of the Audit Committee are financially literate, and (4) Mr. Antal qualifies as an audit committee financial expert under the applicable rules promulgated pursuant to the Securities Exchange Act of 1934, as amended.

The Audit Committee’s role and responsibilities are set forth in our charter adopted by the Board of Directors, which is available on our website at www.cbiolabs.com. The Audit Committee reviews and reassesses our charter annually and recommends any changes to the Board of Directors for approval. The Audit Committee is responsible for overseeing our overall financial reporting process, and for the appointment, compensation, retention, and oversight of the work of Meaden & Moore, Ltd. The members of the Audit Committee are not professional auditors, and their functions are not intended to duplicate or to certify the activities of management or the independent auditors, nor can the Audit Committee certify that the independent auditors are “independent” under applicable rules. The Audit Committee serves in a board-level oversight role in which it provides advice, counsel and direction to management and the auditors based on the information it receives, on discussions with management and the auditors, and on the members of the Audit Committee’s experience in business, financial and accounting matters. The Audit Committee has the authority to engage its own outside advisors, apart from counsel or advisors hired by management, as it determines appropriate, including experts in particular areas of accounting. Management is responsible for the reporting processes and preparation and presentation of financial statements and the implementation and maintenance of internal controls. The Company’s independent auditors are responsible for expressing an opinion on the conformity of the Company’s audited financial statements to generally accepted accounting principles in the United States.

In fulfilling its responsibilities for the financial statements for fiscal year 2010, the Audit Committee took the following actions:

- Reviewed and discussed the audited financial statements for the fiscal year ended 2010 with management and Meaden & Moore, Ltd., our independent registered public accounting firm;
- Discussed with Meaden & Moore, Ltd. the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, as adopted by the Public Company Accounting Oversight Board in Rule 3200T, relating to the conduct of the audit; and
- Received written disclosures and the letter from Meaden & Moore, Ltd. regarding its independence as required by applicable requirements of the Public Company Accounting Oversight Board regarding Meaden & Moore, Ltd. communications with the Audit Committee and the Audit Committee further discussed with Meaden & Moore, Ltd. their independence. The Audit Committee also considered the status of pending litigation, taxation matters and other areas of oversight relating to the financial reporting and audit process that the committee determined appropriate.

Based on the Audit Committee’s review of the audited financial statements and discussions with management and Meaden & Moore, Ltd., the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended 2010 for filing with the SEC.

Members of the Audit Committee

James J. Antal (Chairperson)

Bernard L. Kasten

H. Daniel Perez

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Our records reflect that all reports which were required to be filed pursuant to Section 16(a) of the Exchange Act were filed on a timely basis, except that three reports, covering an aggregate of three transactions, were filed late by Yakov Kogan, all of which related to stock options granted to Ms. Leah Brownlee, the spouse of Dr. Kogan, who is employed by us as corporate counsel. The following transactions were reported late: (i) Ms. Brownlee was granted 30,000 stock options on March 2, 2010, for which a report by Mr. Kogan was filed on April 20, 2010; (ii) Ms. Brownlee was granted 3,856 stock options on August 18, 2010, for which a report by Mr. Kogan was filed on September 1, 2010; and (iii) Ms. Brownlee was granted 4,255 stock options on November 17, 2010, for which a report by Mr. Kogan was filed on November 22, 2010.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Pursuant to our Code of Conduct, the Audit Committee must approve in advance any transaction that could involve an actual, potential or perceived conflict of interest, including transactions where employees or directors have a substantial financial interest in any of our competitors, customers or suppliers, or where gifts or loans of value in excess of \$200 are received in a year from our suppliers, customers or competitors. The policy also requires disclosure or approval where an employee or director owns a substantial interest in an entity that has a prospective business relationship with, or is a competitor of, us.

On or around May 31, 2006, we entered into a Collaboration Agreement with one of our stockholders, ChemBridge Corporation (“ChemBridge”), which at the time beneficially owned approximately 6.12% of our common stock. Pursuant to the Collaboration Agreement, we and ChemBridge agreed to collaborate on efforts to research and develop pharmaceutical compounds targeting renal cell carcinoma (a highly fatal form of kidney disease) and other cancers. The financial commitment from each party depends on the success of each step of the project. As part of the agreement, ChemBridge has agreed to provide 5.25 full-time equivalent personnel in exchange for a 50% interest in all developed pharmaceutical compounds.

Pursuant to our existing license agreement with The Cleveland Clinic Foundation (“CCF”), we have paid, as of December 31, 2010, \$350,000 in milestone payments. Since our inception, we have also subcontracted with CCF for grants, and lab and other services, in the approximate amount of \$3,210,000, of which approximately \$3,500 was paid in 2010. As of December 31, 2010, CCF beneficially owned approximately 4.37% of our common stock. Dr. DiCorleto, one of our directors, is the Chairman of the Lerner Research Institute of the Cleveland Clinic. In making the determination of independence with respect to Dr. DiCorleto, the Nominating and Corporate Governance Committee of the Board of Directors, with Dr. DiCorleto abstaining from the determination, considered Dr. DiCorleto’s affiliation with the Cleveland Clinic and satisfied itself that this affiliation does not detract or interfere with Dr. DiCorleto’s ability to exercise independent judgment in carrying out his responsibilities as director and serving the best interests of our stockholders.

Our Chief Scientific Officer and Board member, Dr. Andrei Gudkov, is the Senior Vice President of Basic Science and the Chairman of the Department of Cell Stress Biology at Roswell Park Cancer Institute (“RPCI”). We provide funding to Dr. Gudkov’s laboratory at RPCI, and also purchase certain core services from RPCI, including mice, the housing and storage of mice, irradiator services, and other core services such as DNA sequencing and blood analysis. In 2010, we paid RPCI approximately \$1,375,000 for funding Dr. Gudkov’s laboratory and \$437,000 for core services. There was a balance in accounts payable for approximately \$202,000 for Dr. Gudkov’s laboratory funding as of December 31, 2010.

In addition to the above, Incuron, LLC, our majority-owned subsidiary, provided a loan of \$121,400 during fiscal 2010 to an entity in which Dr. Gudkov has a minority stake. This entity is not related to the Company. The loan

carries no interest, a borrowing limit of \$121,400, and expires on June 30, 2011. The proceeds of the loan were used by such entity to fund research at Dr. Gudkov's laboratory.

Dr. Hohn, our director nominee, is the Executive Director of Health Policy at the Cancer Center at RPCI. In making the determination of independence with respect to Dr. Hohn, the Nominating and Corporate Governance Committee of the Board of Directors considered Dr. Hohn's affiliation with the Roswell Institute and satisfied itself that this affiliation does not detract or interfere with Dr. Hohn's ability to exercise independent judgment in carrying out his responsibilities as director upon his election and serving the best interests of our stockholders.

Effective March 1, 2010, we hired Leah Brownlee to serve in the position of Corporate Counsel and Vice President-Operations. Ms. Brownlee is the spouse of Dr. Yakov Kogan, a member of our Board and our Chief Operating Officer and Secretary. Ms. Brownlee was paid a base salary at an annual rate of \$145,000 from March 2010 through June 2010 and at an annual rate of \$160,000 from July 2010 through December 2010 and also received options exercisable for 30,000 shares of common stock at an exercise price of \$3.79 per share on March 2, 2010, options exercisable for 3,856 shares of common stock at an exercise price of \$3.91 per share on August 18, 2010, and options exercisable for 4,255 shares of common stock at an exercise price of \$6.09 per share on November 17, 2010.

ELECTION OF DIRECTORS

(Notice Item 1)

Our Board of Directors consists of seven directors, six of whom is a nominee in the current election. H. Daniel Perez is currently a member of our Board of Directors and a member of each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The Board of Directors has decided not to nominate Dr. Perez for re-election to the Board of Directors and his term will end immediately after the completion of the Annual Meeting. David C. Hohn is being nominated to fill the vacancy created in our Board of Directors by the departure of Dr. Perez. After the Annual Meeting, Dr. Hohn is expected to serve on the committees of the Board of Directors on which Dr. Perez is currently a member.

If elected, the seven nominees for election as directors at our 2011 Annual Meeting of Stockholders will serve for one year terms expiring at our 2012 Annual Meeting of Stockholders. The Board of Directors recommends that the stockholders vote in favor of the election of the nominees named in this proxy statement to serve as our directors. See “Management and Corporate Governance—The Board of Directors” above.

In accordance with NASDAQ Marketplace Rule 5605(b)(1), and the standard of independence defined in NASDAQ Marketplace Rule 5605(a)(2), “independent directors” currently make up a majority of our Board of Directors. Our independent directors who are nominees are James J. Antal, Paul E. DiCorleto and Bernard L. Kasten. Our Board has also determined that, following his election, Dr. Hohn will also qualify as an independent director as defined The NASDAQ Stock Market. In making the determination of independence with respect to Dr. DiCorleto, the Nominating and Corporate Governance Committee of the Board of Directors, with Dr. DiCorleto abstaining from the determination, considered Dr. DiCorleto’s affiliation with the Cleveland Clinic and satisfied itself that this affiliation does not detract or interfere with Dr. DiCorleto’s ability to exercise independent judgment in carrying out his responsibilities as director and serving the best interests of our stockholders. In making the determination of independence with respect to Dr. Hohn, the Nominating and Corporate Governance Committee of the Board of Directors considered Dr. Hohn’s affiliation with the Roswell Park Center Institute and satisfied itself that this affiliation will not detract or interfere with Dr. Hohn’s ability to exercise independent judgment in carrying out his responsibilities as director upon his election and serving the best interests of our stockholders.

The Nominating and Corporate Governance Committee of the Board has reviewed the performance of the Board, and has recommended that all nominees be approved for reelection. Unless authority to vote for any of these nominees is withheld, the shares represented by the enclosed proxy will be voted FOR the election as directors of Messrs. Kasten, Antal, DiCorleto, Fonstein, Gudkov, Kogan and Hohn. In the event that either nominee becomes unable or unwilling to serve, the shares represented by the enclosed proxy will be voted for the election of such other person as the Board of Directors may recommend in that nominee’s place. We have no reason to believe that any nominee will be unable or unwilling to serve as a director.

A plurality of the shares voted For each nominee at the Meeting is required to elect each nominee as a director.

The Board of Directors recommends the Election of Messrs. Kasten, Antal, DiCorleto, Fonstein, Gudkov, Kogan and Hohn as directors, and proxies solicited by the Board of Directors will be voted in favor of such approval unless a stockholder indicates otherwise on the proxy.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

(Notice Item 2)

The Audit Committee has appointed Meaden & Moore, Ltd. as our independent registered public accounting firm to audit our financial statements for the fiscal year ending December 31, 2011. The Board proposes that the stockholders ratify this appointment. Meaden & Moore, Ltd. audited our financial statements for the fiscal year ended December 31, 2010. We expect that representatives of Meaden & Moore, Ltd. will be present at the Annual Meeting, will be able to make a statement if they so desire, and will be available to respond to appropriate questions.

In the event the stockholders do not ratify the appointment of Meaden & Moore, Ltd. as our independent registered public accounting firm, the Audit Committee will reconsider its appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of us and our stockholders.

The affirmative vote of a majority of the shares cast affirmatively or negatively at the Annual Meeting is required to ratify the appointment of the independent registered public accounting firm.

The Board of Directors recommends a vote For the appointment of Meaden & Moore, Ltd. as our independent registered public accounting firm, and proxies solicited by the Board of Directors will be voted in favor of such approval unless a stockholder indicates otherwise on the proxy.

Principal Accountant Fees and Services

Meaden & Moore, Ltd. acts as the principal auditor for us and also provides certain audit-related services. We have entered into an engagement agreement with Meaden & Moore, Ltd. that sets forth the terms by which Meaden & Moore, Ltd. will perform audit services for us. That agreement is subject to alternative dispute resolution procedures and an exclusion of punitive damages.

The Audit Committee pre-approves all services provided by Meaden & Moore, Ltd. to us. In pre-approving services, the Audit Committee considers whether such services are consistent with the SEC's rules on auditor independence. The fees for the services provided by Meaden & Moore, Ltd. to us are set forth below:

Audit Fees

Audit Fees were \$155,309 for the year ended December 31, 2010 and were \$96,021 for the year ended December 31, 2009. Audit Fees consisted of work performed in the audit of financial statements, and the audit of the Company's internal controls over financial reporting, and work performed in connection with quarterly financial statement reviews, statutory audits, consultation regarding financial accounting and/or reporting standards, filings with the SEC and comfort letters.

Audit-Related Fees

There were no fees billed by Meaden & Moore, Ltd. for Audit-Related Fees during the years ended December 31, 2010 and December 31, 2009.

Tax Fees

There were no fees billed by Meaden & Moore for Tax Fees during the years ended December 31, 2010 and December 31, 2009.

All Other Fees

There were no fees billed by Meaden & Moore for Other Fees during the years ended December 31, 2010 and December 31, 2009.

ADVISORY VOTE ON EXECUTIVE COMPENSATION AS DISCLOSED IN THIS PROXY STATEMENT

(Notice Item 3)

In accordance with recent legislation, we are seeking your advisory vote on our executive compensation arrangements. More specifically, we ask that you support the compensation of our named executive officers as disclosed in the “Compensation Discussion and Analysis” section and the accompanying tables contained in this proxy statement with respect to our executive officers named in the Summary Compensation Table. Because your vote is advisory, it will not be binding on our Compensation Committee or our Board of Directors. However, the Compensation Committee and the Board will review the voting results and take them into consideration when making future decisions regarding executive compensation.

Our compensation philosophy is designed to align each executive’s compensation with our short-term and long-term performance and to provide the compensation and incentives needed to attract, motivate and retain key executives who are crucial to our long-term success. Consistent with this philosophy, a significant portion of the total compensation opportunity for each of our executives is directly related to performance factors that measure our progress against the goals of our strategic and operating plans, as well as our performance against that of our peer companies. Furthermore, a significant proportion of our executive compensation is paid in the form of stock options, aligning our executive’s interests with those of our stockholders. We believe that our executive compensation is designed to promote the creation of long-term stockholder value and position the Company for long-term success.

Stockholders are urged to read the “Compensation Discussion and Analysis” section of this proxy statement, which discusses how our compensation policies and procedures implement our compensation philosophy. The Compensation Committee and the Board of Directors believe that these policies and procedures are effective in implementing our compensation philosophy and in achieving its goals.

In accordance with the rules recently adopted by the SEC, the following resolution, commonly known as a “say-on-pay” vote, is being submitted for a stockholder vote at the 2011 Annual Meeting:

“RESOLVED, that the compensation paid to the named executive officers of Cleveland BioLabs, Inc., as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and any related material disclosed in the proxy statement, is hereby APPROVED.”

The affirmative vote of a majority of the shares cast affirmatively or negatively at the Annual Meeting is required to approve this resolution.

The Board of Directors recommends a vote to Approve the compensation of our Named Executive Officers, and proxies solicited by the Board of Directors will be voted in favor of such approval unless a stockholder indicates otherwise on the proxy.

ADVISORY VOTE ON FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE
COMPENSATION

(Notice Item 4)

In accordance with recent legislation, we are seeking your input with regard to the frequency of future stockholder advisory votes on the compensation of our named executive officers. In particular, we are asking whether the advisory vote (see Notice Item 3) should occur every year, every two years or every three years. Because your vote is advisory, it will not be binding on our Board of Directors or the committees thereof. However, the Board (and/or an appropriately delegated committee of the Board) will review the voting results and take them into consideration when making future decisions regarding how frequently it should present the advisory vote on executive compensation to our stockholders.

After careful consideration of this Proposal, our Nominating and Corporate Governance Committee, which has been delegated by our Board of Directors to make this determination, has determined that an advisory vote on executive compensation that occurs every year is the most appropriate alternative for our Company, and therefore our Nominating and Corporate Governance Committee recommends that you vote for a one-year interval for the advisory vote on executive compensation.

In formulating its recommendation, our Nominating and Corporate Governance Committee considered that an annual advisory vote on executive compensation will allow our stockholders to provide us with their direct input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year. Additionally, an annual advisory vote on executive compensation is consistent with our desire to seek input from, and engage in discussions with, our stockholders on certain corporate governance matters and our executive compensation philosophy, policies and practices. However, stockholders should note that because the advisory vote on executive compensation occurs well after the beginning of the compensation year, and because the different elements of our executive compensation programs are designed to operate in an integrated manner and the complement one another, in many cases it may not be appropriate or feasible to change our executive compensation programs in consideration of any one year's advisory vote on executive compensation by the time of the following year's annual meeting of stockholders.

We understand that our stockholders may have different views as to what is the best approach for our Company, and we look forward to hearing from our stockholders on this Proposal.

The proxy card provides stockholders with the opportunity to choose among four options (holding the vote every one, two or three years, or abstaining) and, therefore, stockholders will not be voting to approve or disapprove the Board's recommendation. The frequency option receiving the greatest number of votes (also known as a "plurality" of the votes cast) will be the frequency approved by our stockholders.

The Board of Directors recommends a vote to Approve the frequency of holding an advisory vote on executive compensation every year, and proxies solicited by the Board of Directors will be voted in favor of such approval unless a stockholder indicates otherwise on the proxy.

OTHER MATTERS

The Board of Directors knows of no other business which will be presented to the annual meeting. If any other business is properly brought before the annual meeting, proxies will be voted in accordance with the judgment of the persons named therein.

PROPOSALS OF STOCKHOLDERS

To be considered for inclusion in the proxy statement relating to our 2012 Annual Meeting of Stockholders, we must receive stockholder proposals (other than for director nominations) no later than 120 days prior to April 27, 2011. In accordance with our Second Amended and Restated By-Laws, to be considered for presentation at the 2012 Annual Meeting, although not included in the proxy statement, proposals (including director nominations that are not requested to be included in our proxy statement) must be received no earlier than 120 days prior to, and no later than 90 days prior to, June 7, 2012. Proposals that are not received in a timely manner will not be voted on at the 2012 Annual Meeting. If a proposal is received on time, the proxies that management solicits for the meeting may still exercise discretionary voting authority on the proposal under circumstances consistent with the proxy rules of the SEC. Any such notice must include information specified in our Second Amended and Restated By-Laws, including information concerning the nominee or proposal, as the case may be, and information about the stockholder's ownership of our stock. All stockholder proposals should be marked for the attention of the Office of the Secretary, Cleveland BioLabs, Inc., 73 High Street, Buffalo, New York 14203.

