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GALECTIN THERAPEUTICS INC

Form 4

October 18, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

January 31,

Expires:

2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Martin Rod D

GALECTIN THERAPEUTICS INC [GALT]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

10/16/2013

X_ Director Officer (give title

10% Owner Other (specify

C/O GALECTIN THERAPEUTICS.

INC., 4960 PEACHTREE

INDUSTRIAL BLVD, STE 240

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

NORCROSS, GA 30071

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(Instr. 8)

Reported Transaction(s)

Following

(Instr. 3 and 4)

Common

Code V Amount (D) Price

91,488

Stock Common

Stock

10/16/2013

M 300,000 A

 $9,257,422 \frac{(1)}{}$ I \$3

By 10X Fund, L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		umber of	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	nsactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Secu	rities	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	iired (A) or				
	Derivative				Disp	osed of (D)				
	Security				(Instr. 3, 4, and					
					5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class										
A-2 Warrant	\$ 3	10/16/2013		M		300,000	02/12/2009	02/12/2014	Common Stock	300,00
(right to									SIOCK	

Reporting Owners

Reporting Owner Name / Address		reactions in po					
	Director	10% Owner	Officer	Other			

Martin Rod D
C/O GALECTIN THERAPEUTICS, INC.
4960 PEACHTREE INDUSTRIAL BLVD, STE 240
NORCROSS, GA 30071

Signatures

buy)

/s/ Rod D. Martin 10/17/2013

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reporting Person is a managing member of 10X Capital Management, LLC, a Florida limited liability company acting as the general partner of 10X Fund, L.P., a Delaware limited partnership, and as such, may be deemed to have indirect beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P. Mr. Martin disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2