

CLEVELAND BIOLABS INC  
Form 8-K  
June 26, 2009

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

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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 25, 2009

CLEVELAND BIOLABS, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-32954 (Commission File Number)	20-0077155 (I.R.S. Employer Identification Number)
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73 High Street, Buffalo, New York 14203  
(Address of principal executive offices)

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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On June 25, 2009, the stockholders of Cleveland BioLabs, Inc. (the “Company”) approved an amendment to the Certificate of Incorporation of the Company to increase the number of authorized shares of common stock from 40,000,000 to 80,000,000, and the Company filed its Third Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware to effect such amendment. A copy of the Third Certificate of Amendment of Certificate of Incorporation is filed as Exhibit 3.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d)

Exhibits

Exhibit No. Exhibit

3.1 Third Certificate of Amendment of Certificate of Incorporation of Cleveland BioLabs, Inc., effective June 25, 2009

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SIGNATURE

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: June 26, 2009

By: /s/ Michael Fonstein  
Michael Fonstein  
President and Chief Executive  
Officer

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EXHIBIT INDEX

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