

CLEVELAND BIOLABS INC  
Form 8-K  
April 30, 2008

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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 earliest event reported: April 29, 2008

**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)**

**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 1.01 Entry into a Material Definitive Agreement.**

On April 29, 2008, at the Annual Meeting of Stockholders of Cleveland BioLabs, Inc. (the “Company”), the stockholders of the Company approved the amendment and restatement of the Cleveland BioLabs, Inc. 2006 Equity Incentive Plan (the “2006 Plan,” and as amended and restated, the “Amended Plan”). The Amended Plan increases the number of shares available for issuance by an additional 2,000,000 shares, clarifies other aspects of the 2006 Plan, and contains updates that reflect changes and developments in federal tax laws. A copy of the Amended Plan is attached hereto as Exhibit 10.1.

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

The information disclosed in Item 1.01 is hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit**      **Exhibit**  
**No.**

10.1              Cleveland BioLabs, Inc. Equity Incentive Plan, as amended and restated effective April 29, 2008

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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: April 30, 2008

By: /s/ Michael Fonstein

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Michael Fonstein  
President and Chief Executive Officer

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**EXHIBIT INDEX**

<b><u>Exhibit</u></b> <b><u>No.</u></b>	<b><u>Exhibit</u></b>
10.1	Cleveland BioLabs, Inc. Equity Incentive Plan, as amended and restated effective April 29, 2008

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