

CLEVELAND BIOLABS INC  
Form 8-K  
February 16, 2010

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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): February 9, 2010

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 February 9, 2010, the Compensation Committee of the Board of Directors of Cleveland BioLabs, Inc. (the “Company”) approved the increase in base salary, the payment of cash bonuses and the issuance of stock options to its executive officers: Michael Fonstein, Yakov Kogan, John A. Marhofer, Jr., and Andrei Gudkov. The base salary increases, which will go into effect on July 1, 2010, primarily reflect an adjustment to bring our executive officers’ base salaries more in line with those of comparable companies in our industry. The payment of cash bonuses and award of stock options are in recognition of Company performance in 2009. The cash bonuses are payable in July 2010, and the stock options will be awarded in compliance with the Company’s Equity Award Guidelines and Insider Trading Policy and will vest immediately when granted.

The following table sets forth the new base salaries, cash bonuses and stock options of these executive officers, as approved:

Name	Base Salary	Cash Bonus	Stock Options
Michael Fonstein	\$320,000	\$74,025	105,000
Yakov Kogan	250,000	68,571	105,000
John A. Marhofer, Jr.	210,000	52,245	105,000
Andrei Gudkov	130,000	69,300	105,000

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

The information contained in Item 1.01 is incorporated herein by reference.

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: February 16, 2010

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