

CLEVELAND BIOLABS INC  
Form 8-K  
June 05, 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: June 2, 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 June 2, 2008, Cleveland BioLabs, Inc. (the “Company”) entered into a new Consulting Agreement (the “Agreement”) with the Company’s Chief Scientific Officer, Dr. Andrei Gudkov. The Agreement supersedes Dr. Gudkov’s previous consulting agreement with the Company, dated August 1, 2004. Under the Agreement, Dr. Gudkov will continue to provide strategic leadership for all projects of the Company. A copy of the Agreement is attached hereto as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(d)

Exhibits

**Exhibit No.   Exhibit**

10.1          Consulting Agreement between Cleveland BioLabs, Inc. and Andrei Gudkov, dated as of June 2, 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: June 5, 2008

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

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**EXHIBIT INDEX**

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