

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Cleveland BioLabs, Inc.		2 Issuer's employer identification number (EIN) 20-0077155	
3 Name of contact for additional information Neil Lyons	4 Telephone No. of contact 716-849-6810 x329	5 Email address of contact nlyons@cbiolabs.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 73 High Street		7 City, town, or post office, state, and Zip code of contact Buffalo, NY 14203	
8 Date of action 01/28/2015		9 Classification and description Twenty-to-one Reverse Stock Split	
10 CUSIP number (NEW CUSIP) 185860103	11 Serial number(s) N/A	12 Ticker symbol CBLI	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► On January 27, 2015, Cleveland Biolabs, Inc. (the "Company") filed a Certificate of Amendment to the Company's Restated Certificate of Incorporation (the "Amendment") to effect a reverse stock split of the Company's common stock at a ratio of twenty-to-one (the "Reverse Stock Split") with the Secretary of State of Delaware. The Amendment did not change the number of authorized shares, or the par value, of the Company's common stock. The Amendment was approved by the stockholders of the Company at a special meeting of stockholders held on January 27, 2015, with the ratio of the Reverse Stock Split to be not less than two-to-one and not more than twenty-to-one, as determined by the Company's Board. The Company's Board approved the Amendment with the twenty-to-one ratio on the same date. The Amendment provided that the Reverse Stock Split became effective on January 28, 2015, at which time every twenty shares of the Company's issued and outstanding common stock were automatically combined into one issued and outstanding share of the Company's common stock under a new CUSIP number 185860103.

No fractional shares were issued as a result of the Reverse Stock Split. The Company's stockholder were to receive one full share in lieu of fractional shares.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► As a result of the Reverse Stock Split, the Company's stockholders will be required to allocate the aggregate tax basis of their common stock held immediately prior to the Reverse Stock Split among the shares of common stock held immediately after the Reverse Stock Split.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► The change in basis per share may be calculated by dividing the aggregate tax basis in their common stock held immediately prior to the Reverse Stock Split by the amount of shares of common stock held immediately after the reverse stock split. The market value of the Company's common stock is not applicable in determining the calculation of stockholders' tax basis in the shares of the company's stock after the Reverse Stock Split.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►

I.R.C. Sections 354, 358, 368

18 Can any resulting loss be recognized? ► **The Reverse Stock Split should not constitute a taxable transaction. Stockholders should consult their tax advisors with respect to potential tax consequences as the result of the Reverse Stock Split.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **The reportable tax year is 2015. The Company's stockholders should consult their tax advisors to determine the tax impact of the Reverse Stock Split with respect to their individual facts and circumstances for the 2015 tax year.**

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ►

3.11.2015

Print your name ► **C. Neil Lyons, CPA**

Title ► **Chief Financial Officer**

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.