

UNITED GUARDIAN INC  
Form 8-K  
May 18, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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): **May 17, 2010**

**United-Guardian, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-10526**  
(Commission File Number)

**11-1719724**  
(IRS Employer  
Identification No.)

**230 Marcus Boulevard, Hauppauge, New York 11788**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(631) 273-0900**

**Not Applicable**

(Former name or former address, if changed since last report)

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:

- 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 May 17, 2010 the Registrant entered into a Stock Purchase Agreement (the "Agreement") with Kenneth H. Globus, its President and largest stockholder, pursuant to which it agreed to acquire 350,000 shares of its common stock from Mr. Globus for a purchase price of \$10.75 per share. On the same day, the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by

reference, to announce the Agreement.

**Item 9.01. Financial Statements and Exhibits.**

- Exhibit 10.1. Stock Purchase Agreement
  - Exhibit 99.1. Press release dated May 17, 2010
  - Exhibit 99.2. Fairness Opinion of Coady Diemar Partners, LLC
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**United-Guardian, Inc.**

Date: May 17, 2010

By: /s/ KEN GLOBUS  
Ken Globus  
*President*

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**Exhibit Index**

- 10.1 Stock Purchase Agreement