
**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): September 22, 2010

LECTEC CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction
of incorporation)

0-16159

(Commission File Number)

41-1301878

(IRS Employer Identification No.)

**1407 South Kings Highway
Texarkana, Texas**

(Address of principal executive offices)

75501

(Zip Code)

Registrant's telephone number, including area code: **(903) 832-0993**

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

On September 22, 2010, LecTec Corporation (the “*Company*”) held its 2010 Annual Meeting of Shareholders (the “*Annual Meeting*”) at the Marriot Minneapolis West in St. Louis Park, Minnesota. Gregory G. Freitag, Chief Executive Officer, Chief Financial Officer and Chairman of the Board of Directors of the Company, presided.

At the Annual Meeting, the Company’s shareholders adopted and approved the LecTec Corporation 2010 Stock Incentive Plan (the “*Stock Incentive Plan*”), which previously had been approved by the Company’s Board of Directors on August 16, 2010, subject to shareholder approval.

The purpose of the Stock Incentive Plan is to promote the interests of the Company and its shareholders by aiding the Company in attracting and retaining employees, officers, consultants, advisors and non-employee directors capable of assuring the future success of the Company, to offer such persons incentives to put forth maximum efforts for the success of the Company’s business and to compensate such persons through various stock-based arrangements and provide them with opportunities for stock ownership in the Company, thereby aligning the interests of such persons with the Company’s shareholders. The Stock Incentive Plan authorizes grants of incentive and non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, dividend equivalents, performance awards, stock awards and other stock-based awards (collectively, “*Awards*”) to the Company’s employees, officers, consultants, advisors and non-employee directors. The Company’s Board of Directors and Compensation Committee have the authority to determine the type of Award as well as the amount, terms and conditions of each Award under the Stock Incentive Plan, subject to the limitations and other provisions of the Stock Incentive Plan. In the aggregate, 450,000 shares of the Company’s common stock are authorized for Awards under the Stock Incentive Plan. The number of shares available for Awards, as well as the terms of outstanding Awards, are subject to adjustment as provided in the Stock Incentive Plan for stock splits, stock dividends, recapitalizations and other similar events. Unless terminated by the Board of Directors, the Stock Incentive Plan will terminate on August 16, 2020. No awards may be made after that date. The Company’s Board of Directors may amend, alter, suspend, discontinue or terminate the Stock Incentive Plan at any time, subject, in certain circumstances, to shareholder approval.

The above description of the Stock Incentive Plan is qualified in its entirety by reference to the full text of the Stock Incentive Plan, a copy of which is attached as Appendix A to the Company’s Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission and mailed to stockholders on August 20, 2010 (the “*2010 Proxy Statement*”). A more detailed summary of the Stock Incentive Plan can be found in the 2010 Proxy Statement.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, the Company’s shareholders approved each of the following proposals, which were set forth in the 2010 Proxy Statement:

Proposal 1

The Company's shareholders elected each of the five director nominees to a one-year term and until the director's successor is elected and qualified (except in the case of earlier death, resignation or removal) as follows:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Sanford M. Brink	2,095,509	480,441	931,360
Gregory G. Freitag	2,573,526	2,424	931,360
Timothy M. Heaney	2,573,526	2,424	931,360
Kevin C. Lynch	2,573,526	2,424	931,360
Robert J. Rudelius	2,573,526	2,424	931,360

Proposal 2

The Company's shareholders approved the adoption of the Stock Incentive Plan as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,223,511	345,137	7,302	931,360

Proposal 3

The Company's shareholders ratified the selection of Lurie Besikof Lapidus & Company, LLP as the Company's independent registered public accounting firm to examine the Company's financial statements for the current fiscal year ending December 31, 2010 and to perform other appropriate accounting services as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
3,484,998	13,676	8,636	—

Item 8.01. Other Events.

On September 23, 2010, the Company announced that after the Annual Meeting, the Company's newly elected Board of Directors ("*Board*"), consisting of Messrs. Brink, Freitag, Heaney, Lynch and Rudelius, appointed Mr. Lynch as Chairman of the Board, appointed Mr. Heaney as Chairman and Mr. Rudelius as a member of the Board's Audit Committee and determined that each meet the definition of an "audit committee financial expert" as established by the Securities and Exchange Commission, appointed Mr. Brink as Chairman and Mr. Lynch as a member of the Board's Compensation Committee and appointed Mr. Rudelius as Chairman and Messrs. Brink, Freitag, Heaney and Lynch as members of the Board's Nominating and Governance Committee. A copy of the press release, dated September 23, 2010, announcing these appointments is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 LecTec Corporation Press Release, dated September 23, 2010.

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.

LECTEC CORPORATION

By: /s/ Gregory G. Freitag

Gregory G. Freitag
Chief Executive Officer and Chief
Financial Officer

Date: September 24, 2010

EXHIBIT INDEX

Exhibit Number	Description
99.1	LecTec Corporation Press Release, dated September 23, 2010.

LecTec Corporation Announces Results of 2010 Shareholders Meeting

September 23, 2010

TEXARKANA, Texas—(BUSINESS WIRE)—**LecTec Corporation (OTCBB: LECT)** announced today that its 2010 Shareholders Meeting was successfully held on September 23, 2010. At the meeting, LecTec shareholders elected Gregory Freitag, Sanford Brink, Timothy Heaney, Kevin Lynch and Robert Rudelius as the new Board of Directors. Shareholders also approved the LecTec Corporation 2010 Stock Incentive Plan and ratified the selection of Lurie Besikof Lapidus & Company, LLP as its independent registered public accounting firm for 2010.

After the Shareholders Meeting, the new Board of Directors took action to appoint Kevin Lynch as Chairman of the Board. The following committee appointments were also made: (a) Audit Committee, Tim Heaney — Chairman and Robert Rudelius — member, both “audit committee financial experts”; (b) Compensation Committee, Sanford Brink — Chairman and Kevin Lynch — member; and (c) Nominating & Governance Committee, Robert Rudelius — Chairman and Messrs. Freitag, Brink, Heaney and Lynch - members. In conjunction with the change of members of Board of Directors, Dr. Daniel Sigg stepped down as CSO of LecTec, but will be available to LecTec as requested to continue to provide technical support.

Greg Freitag, LecTec’s CEO stated: “I want to thank the prior Board and Dr. Sigg for their many years of supporting LecTec in their respective roles. The new Board and I look forward to continuing their work to bring continued value to our shareholders. I would also like to thank the Shareholders of LecTec for the support they have shown through their votes for the new members of the Board of Directors.”

About LecTec

LecTec is an intellectual property (“IP”) licensing and holding company with approximately \$9.6M in cash at June 30, 2010. LecTec holds multiple domestic and international patents based on its original hydrogel patch technology and has also filed for a provisional patent for its hand sanitizer patch. The LecTec hydrogel patch technology allows for a number of potential applications, including its previously marketed TheraPatch® products, while its anti-microbial hand sanitizer patch is intended to be dry, thereby rendering the patch harmless in the event that it is licked, chewed, or exposed to the eye. An initial prototype of the hand sanitizer patch has been developed and LecTec intends to engage a strategic partner to complete its hand sanitizer patch development and bring it to market. LecTec also has a licensing agreement (“Novartis Agreement”) with Novartis Consumer Health, Inc., which pays royalties to LecTec from time to time, within the terms of the Novartis Agreement, based upon a percentage of Novartis’ net sales of licensed products. LecTec takes legal action as necessary to protect its IP and is currently involved in two patent infringement actions. Finally, LecTec is pursuing a merger/acquisition strategy with the intent to leverage its cash asset and improve shareholder value and liquidity. The Company’s website is www.lectec.com.

Cautionary Statements

This press release contains forward-looking statements concerning possible or anticipated future results of operations or business developments which are typically preceded by the words “believes,” “wants,” “expects,” “anticipates,” “intends,” “will,” “may,” “should,” or similar expressions. Such forward looking statements are subject to risks and uncertainties, which could cause results or developments to differ materially from those, indicated in the forward-looking statements. Such risks and uncertainties include, but are not limited to, the Company’s dependence on royalty payments from Novartis Consumer Health, Inc., which is selling an adult vapor patch licensed by the Company, the Company’s dependence on key personnel and Board of Director members, the Company’s pending patent infringement litigation against Chatten, Inc. and Prince of Peace Enterprises, Inc., the issuance of new accounting pronouncements, information disseminated on internet message boards from posters expressing opinions that may or may not be factual, the availability of opportunities for license, sale or strategic partner agreements related to patents that the Company holds, limitations on market expansion opportunities, and other risks and uncertainties detailed from time to time in the Company’s filings with the Securities and Exchange Commission, and particularly as described in the “Risk Factors” included in our Form 10-K for the year ended December 31, 2009.

Contacts

LecTec Corporation, Greg Freitag, CEO/CFO (903) 832-0993