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# 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): March 1, 2010**

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## GEOVAX LABS, INC.

(Exact name of registrant as specified in its charter)

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

**000-52091**  
(Commission File No.)

**87-0455038**  
(IRS Employee Identification No.)

**1900 Lake Park Drive, Suite 380**  
**Smyrna, Georgia 30080**  
(Address of principal executive offices)

**(678) 384-7220**  
(Registrant's telephone number, including area code)

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© under the Exchange Act (17 CFR 240.13(e)-4(c))

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This Form 8-K and other reports filed by GeoVax Labs, Inc. (the “registrant”) from time to time with the Securities and Exchange Commission (collectively the “Filings”) contain forward looking statements and information that are based upon beliefs of, and information currently available to, the registrant's management as well as estimates and assumptions made by the registrant's management. When used in the Filings the words “anticipate”, “believe”, “estimate”, “expect”, “future”, “intend”, “plan” or the negative of these terms and similar expressions as they relate to the registrant or the registrant's management identify forward looking statements. Such statements reflect the current view of the registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to the registrant's industry, operations and results of operations and any businesses that may be acquired by the registrant. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

**Item 2.02 Results of Operations and Financial Condition**

On March 1, 2010 we issued a press release reporting our results of operations for the quarter and year ended December 31, 2009. A copy of the press release is attached to this Current Report as Exhibit 99.1

**Item 8.01 Other Events**

On March 1, 2010 we issued a press release announcing our intention to file a registration statement for the sale of \$20 million or more of our common stock. A copy of the press release is attached to this Current Report as Exhibit 99.2

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Press Release re: 2009 Financial Results  
Exhibit 99.2 Press Release re: Planned Public Offering

**SIGNATURES**

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

Dated: March 3, 2010

GEOVAX LABS, INC.

By: /s/ Mark W. Reynolds  
Mark W. Reynolds  
Chief Financial Officer



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**FOR IMMEDIATE RELEASE  
MONDAY, MARCH 1, 2010**

## **GEOVAX LABS, INC. REPORTS FOURTH QUARTER AND YEAR END 2009 FINANCIAL RESULTS**

*Submits Therapeutic Vaccine IND and Awaits FDA Response*

**ATLANTA, GA, March 1, 2010** – GeoVax Labs, Inc. (OTC BB: GOVX), an Atlanta-based biotechnology company focused on development of HIV/AIDS vaccines, today announced its financial results for the fourth quarter and year ended December 31, 2009.

GeoVax reported a net loss of \$843,285 for the fourth quarter ended December 31, 2009, as compared to a net loss of \$1,039,217 for the comparable period in 2008. For the full year of 2009, the Company reported a net loss of \$3,284,252 as compared to a net loss of \$3,728,187 in 2008. Grant revenues were \$3,668,195 and \$2,910,170 for the years ended December 31, 2009 and 2008, respectively. As of December 31, 2009, the Company reported cash balances totaling \$3,515,784. GeoVax's operating results fluctuate due to the timing of activities and related costs associated with its vaccine research and development activities. Summarized financial information is attached. Further information concerning the Company's financial position and results of operations are included in its Annual Report on Form 10-K, expected to be filed with the Securities and Exchange Commission on or before March 12, 2010.

“This past year we continued our work toward the advancement of clinical trials, as well as increasing the awareness of our potential vaccine solutions for treating and preventing HIV/AIDS. We are encouraged with our progress on both of these fronts,” stated Robert T. McNally, Ph.D., president and chief executive officer. He continued, “Our technology was further supported by the September 2009 success of a Thailand-based Phase 3 trial for an HIV/AIDS preventative vaccine candidate owned by Sanofi-Aventis and Global Solutions for Infectious Disease, which for the first time elicited both antibody and T cells. Our vaccine compares favorably in that it generates higher frequencies of T cells and better quality antibody. We think that the GeoVax vaccine has the potential to deliver a higher success rate than the 30 percent achieved in the trial in Thailand.

“This disease has infected about one million people in this country alone and it's our aim to be part of the solution. We have two vaccine clinical programs. One is for the prevention of the disease for those who are not

**MORE**

## **GeoVax Labs, Inc.**

### **Add 1**

infected, whereas the second is a therapeutic, designed to help those already infected with HIV-1. Both of our vaccines are based on the same technology and both have demonstrated encouraging results in non-human primates," he continued.

#### **Preventative Vaccine Trial – Phase 2a**

The Company's preventative vaccine is in a Phase 2a trial, designated HVTN-205, that is being conducted by the HIV Vaccine Trials Network (HVTN). The HVTN, funded by the NIH, is the largest worldwide clinical trials network dedicated to the development and testing of HIV/AIDS vaccines. Enrollment for this trial began in February 2009. The trial will include a total of 225 volunteers (150 vaccine recipients and 75 placebo recipients) and take place at 13 HVTN sites: 11 in North America and two in South America.

Dr. Harriet Robinson, chief scientific officer and developer of the vaccine, stated, "We are currently enrolling in the HVTN Peru sites, which took longer to get fully enrolled than the U.S. sites, due to the need for Peruvian review of the protocol. The trial is primarily a safety trial and appears to be performing as expected."

#### **Therapeutic Vaccine Trial – IND Submitted to FDA**

The protocol for the Phase 1 clinical trial, conceived with collaboration from ARCA (AIDS Research Consortium of Atlanta), will carefully monitor safety while evaluating the ability for the vaccine to elicit protective immune responses in vaccinated participants. The proposed trial is based on the achievement of excellent post vaccine viral control in animal studies conducted in recently infected non-human primates at the Yerkes National Primate Research Center, affiliated with Emory University.

GeoVax completed a pre-Investigational New Drug (IND) meeting with the U.S. Food and Drug Administration (FDA) for its therapeutic trial in December 2009. The clinical path for this non-blinded trial is expected to have a much shorter duration than the program for the development of a preventative vaccine. The Company recently submitted its Investigational New Drug application to the FDA for the therapeutic trial. Following receipt of the IND, the FDA has 30 days to respond. After that time, if there are no concerns from the FDA the Company may begin the trial.

#### **Adding Resources to Support Growth**

"We are looking forward to continued progress in 2010. We moved to a larger facility in November 2009 to accommodate our expanding program and future anticipated higher levels of activity," stated Dr. McNally. "While we are adequately capitalized through 2010, thanks in part to \$4.7 million in grant funding from the NIH during 2009, we are evaluating new funding opportunities to support our growth," he added.

#### **About GeoVax Labs, Inc.**

GeoVax Labs, Inc. is a biotechnology company, established to develop, manufacture, license and commercialize human vaccines for diseases caused by HIV-1 and other infectious agents. GeoVax's AIDS vaccine technology is the subject of 55 issued or filed patent applications in the U.S. and other countries. GeoVax AIDS vaccines are designed for use in uninfected people to prevent acquisition of HIV-1 and limit the progression to AIDS should a person become infected. GeoVax AIDS vaccines also may be effective as a therapeutic treatment (for people already infected with the HIV-1 virus).

#### **About HIV/AIDS**

AIDS is an epidemic that can affect anyone, regardless of race, gender, age or sexual orientation. 33 million people are currently infected globally and it is estimated that there will be 2.5 million new infections this year. Since the beginning of the epidemic, over a million people in the U.S. have contracted the virus. Every 9 ½ minutes, someone in the U.S. is infected with AIDS. Globally, HIV is the top killer among women of reproductive age.

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## **GeoVax Labs, Inc.**

### **Add 2**

HIV is a worldwide disease with different subtypes (or clades) of the virus predominating in different regions of the world. Clade B is the predominant subtype in North America. Globally, most infections involve subtypes AG, B, and C. In 2008, antiretroviral treatment in low and middle income countries was restricted to about 3 million people. In the United States, about 50% of those who are infected are estimated to be on drug treatment.

#### ***Safe Harbor Statement***

*All statements in this news release, not statements of historical fact, are forward-looking statements. These statements are based on expectations and assumptions on the date of this press release and are subject to numerous risks and uncertainties which could cause actual results to differ materially from those described in the forward-looking statements. Risks and uncertainties include, but are not limited to, whether: GeoVax can develop and manufacture these vaccines with the desired characteristics in a timely manner, GeoVax's vaccines will be safe for human use, GeoVax's vaccines will effectively prevent AIDS in humans, vaccines will receive regulatory approvals necessary to be licensed and marketed, GeoVax raises required capital to complete vaccine development, there is development of competitive products that may be more effective or easier to use than GeoVax's products, and other factors over which GeoVax has no control. GeoVax assumes no obligation to update these forward-looking statements, and does not intend to do so. Certain matters discussed in this news release are forward-looking statements involving certain risks and uncertainties including, without limitation, risks detailed in the Company's Securities and Exchange Commission filings and reports.*

**FINANCIAL TABLES FOLLOW**

**MORE**

**GEOVAX LABS, INC.**  
**Statements of Operations Data**  
*(amounts in thousands, except per share data)*

	Three Months Ended		Year Ended	
	December 31,		December 31,	
	2009	2008	2009	2008
Grant Revenue	\$ 397	\$ 612	\$ 3,668	\$ 2,910
Operating expenses:				
Research and development	538	1,016	4,068	3,741
General and administrative	711	648	2,915	2,970
	1,249	1,664	6,983	6,711
Loss from operations	(852)	(1,052)	(3,315)	(3,801)
Interest income	9	13	31	73
Net loss	\$ (843)	\$ (1,039)	\$ (3,284)	\$ (3,728)
Net loss per common share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
Weighted averages shares outstanding	780,410	746,067	759,564	740,143

**Balance Sheet Data**  
*(amounts in thousands)*

	December 31,	
	2009	2008
Cash and cash equivalents	\$ 3,516	\$ 2,191
Working capital	3,309	2,455
Total assets	4,316	3,056
Deficit accumulated during the development stage	(17,538)	(14,254)
Total stockholders' equity	3,744	2,710

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**FOR IMMEDIATE RELEASE  
MONDAY, MARCH 1, 2010**

## **GEOVAX LABS, INC. PLANS PUBLIC OFFERING**

**ATLANTA – March 1, 2010 – GeoVax Labs, Inc. (OTC BB: GOVX)** (the “Company”), an Atlanta-based, biopharmaceutical company, today announced that it intends to file a registration statement for the sale of \$20.0 million or more of its common stock. The offering may also include shares to be sold by selling stockholders, although no arrangements have been made. The purpose of the offering would be to raise funds to enable the Company to develop its vaccines business.

The Company anticipates filing the registration statement some time after it has filed its Annual Report on Form 10-K for the year ended December 31, 2009. The timing of the offering will be determined at a later date, depending on several factors, including market conditions and when the registration statement is eligible to be declared effective by the SEC.

This press release is being issued in accordance with Rule 135 of the Securities Act of 1933, as amended. **THIS PRESS RELEASE IS NEITHER AN OFFER TO SELL NOR A SOLICITATION OF OFFERS TO PURCHASE COMMON STOCK. A REGISTRATION STATEMENT RELATING TO THE COMMON STOCK OF THE COMPANY HAS NOT YET BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE OFFER, IF COMMENCED, WILL BE MADE ONLY BY THE PROSPECTUS TO BE INCLUDED IN THE REGISTRATION STATEMENT**

### **Forward-Looking Statements**

*All statements in this press release, other than statements of historical fact, are forward-looking statements. These statements are based on expectations and assumptions on the date of this press release and are subject to numerous risks and uncertainties which could cause actual results to differ materially from those described in the forward-looking statements. Risks and uncertainties include, but are not limited to, whether the SEC will declare the proposed registration statement to be effective and when, whether the Company will be able to sell its common stock on terms acceptable to it or at all, market conditions, and factors over which GeoVax has no control, including those described in the Company’s most recent Annual Report on Form 10-K and its other SEC filings and reports. GeoVax assumes no obligation to update these forward-looking statements, and does not intend to do so, unless otherwise required by law.*

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