
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 7, 2009

GEOVAX LABS, INC.
(Exact name of registrant as specified in Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-52091
(Commission File No.)

87-0455038
(IRS Employee Identification No.)

1256 Briarcliff Road N.E.
Emtech Bio Suite 500
Atlanta, Georgia 30306
(Address of Principal Executive Offices)

(404) 727-0971
(Issuer Telephone number)

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 if 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 May 7, 2009 we issued a press release reporting our results of operations for the quarter ended March 31, 2009. A copy of the press release is attached to this Current Report.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Press Release

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: May 8, 2009

GEOVAX LABS, INC.

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



Contact:

Financial Relations Board
Leslie Loyet
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At The Company
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FOR IMMEDIATE RELEASE

GeoVax Labs, Inc. Announces First Quarter Financial Results

ATLANTA, GA, May 7, 2009 – GeoVax Labs, Inc. (OTC BB: GOVX), an Atlanta-based biotechnology company focused on development of an HIV/AIDS vaccine, today announced its financial results for the three months ended March 31, 2009.

GeoVax reported a net loss of \$861,509 for the three months ended March 31, 2009, compared to \$682,510 for the same period in 2008. Net losses were partially offset by grant revenues of \$710,155 and \$599,991 for each period, respectively, related to the Company's grant from the National Institutes of Health in support of its HIV/AIDS vaccine development activities. As of March 31, 2009, the Company reported cash balances totaling \$1,970,971.

Summarized financial information is attached. Further information concerning the Company's financial position and results of operations are included in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission.

Management Commentary

Robert McNally, GeoVax's President & CEO, commented, "We are pleased with our first quarter financial results, as we continue to hold the line on our operational expenses and maintain a steady cash balance position. We are also pleased with our Phase 2a preventative AIDS human trial commencement of injections in February and are looking forward to our human therapeutic trial launch later this year."

Dr. McNally continued, "Despite the global financial crisis, we anticipate our financial position to remain steady during the year, thanks to the National Institutes of Health's (NIH) National Institutes of Allergy and Infectious Diseases (NIAID) direct grant to GeoVax towards the research and development of our vaccines program; human clinical trials support and financial assistance received from NIH-NIAID through the HIV Trials Network; and our planned use of funding provided by the common stock purchase agreement with Fusion Capital Fund II, LLC. We expect these funds to provide the Company with resources to begin our own direct-funded clinical trial in HIV infected, drug controlled subjects. Planning for this therapeutic trial is underway with a projected start for later this year."

Operational Highlights – 2009

In February 2009, GeoVax announced the first injections in its Phase 2a Human Clinical Vaccine Trial for its candidate HIV/AIDS vaccine. The trial, designated HVTN-205, 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. The HVTN has sponsored over 80 Phase 1 trials for the initial evaluation of safety and immunogenicity of candidate HIV/AIDS vaccines.

MORE

GeoVax Labs, Inc.

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Of these, only five have progressed to Phase 2 trials since 1992. Progressing to Phase 2 was a significant achievement for GeoVax.

First injections for the Phase 2a trial were conducted at the HVTN network sites at the University of Alabama, Birmingham, and Vanderbilt University, Nashville. 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 2 in South America. Sites in the United States include Emory University, Atlanta; Harvard Medical School, Brigham & Women's Hospital and Harvard-Fenway Hospital in Boston; Vanderbilt University, Nashville; University of Rochester; Fred Hutchinson Cancer Research Center, Seattle; the San Francisco Department of Public Health; University of Alabama, Birmingham, and sites at Columbia University, Union Square, and the Bronx in New York City. In South America, participants are to be enrolled in Peru at sites in Iquitos and Miraflores (Lima).

About GeoVax Labs, Inc.

GeoVax Labs, Inc. is a biotechnology company focused on developing human vaccines for diseases caused by HIV-1 (Human Immunodeficiency Virus) and other infectious agents. GeoVax's AIDS vaccine technology is the subject of 20 issued or filed patent applications. GeoVax AIDS vaccines are designed for use in uninfected people to prevent Acquired Immunodeficiency Disease (AIDS), caused by the virus known as HIV-1, should the person ever become infected. GeoVax AIDS vaccines also may be effective as therapeutics, treatment of people already infected with AIDS virus.

GeoVax's core AIDS vaccine technologies were developed by Dr. Harriet Robinson, Senior V.P. of Research and Development, through a collaboration of colleagues at Emory University's Vaccine Center, the National Institutes of Health (NIH), The Centers for Disease Control and Prevention (CDC) and GeoVax.

GeoVax AIDS vaccines have moved forward in human clinical trials conducted by the HIV Vaccine Trials Network (HVTN) based in Seattle, Washington. The HVTN, funded through a cooperative agreement with the National Institutes of Health (NIH), is the largest worldwide clinical trials program dedicated to the development and testing of AIDS vaccines. Preclinical work enabling evaluation of GeoVax DNA and MVA vaccines was funded and supported by NIAID, which provided additional support to GeoVax AIDS vaccine development program with a \$15 million IPCAVD grant awarded in late 2007.

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.
Condensed Consolidated Statements of Operations Information
(amounts in thousands, except per share data)

	Three Months Ended March 31,	
	2009	2008
Revenues		
Grant Revenue	\$ 710	\$ 600
Operating expenses:		
Research and development	857	603
General and administrative	724	706
	<u>1,581</u>	<u>1,309</u>
Other income (expense)		
Interest income	9	27
	<u>9</u>	<u>27</u>
Net loss	<u>\$ (862)</u>	<u>\$ (683)</u>
Loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>

GEOVAX LABS, INC.
Condensed Balance Sheet Information
(amounts in thousands)

	March 31, 2009	Dec. 31, 2008
Assets:		
Cash and cash equivalents	\$ 1,971	\$ 2,191
Other current assets	559	611
Total current assets	<u>2,530</u>	<u>2,802</u>
Property, net	128	139
Other assets	112	115
Total assets	<u>\$ 2,769</u>	<u>\$ 3,056</u>
Liabilities and stockholders' equity		
Current liabilities	\$ 292	\$ 346
Stockholders' equity	2,477	2,710
Total liabilities and stockholders' equity	<u>\$ 2,769</u>	<u>\$ 3,056</u>
Shares Outstanding	749,909	747,449