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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): August 20, 2008**

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

Effective August 20, 2008 our Board of Directors appointed Mr. Peter M. Tsolinas to the Board of Directors. He has not been appointed to any committees of the Board of Directors. There was no arrangement or understanding between Mr. Tsolinas and any person pursuant to which he was selected as a director.

Mr. Tsolinas will participate in our existing non-employee director compensation plan. Accordingly, he will receive a grant of options to purchase 1,320,000 shares on the date he is first appointed as a director and compensation for Board meetings he attends. If he is appointed to committees he will be eligible to receive a pro-rated portion of the applicable annual retainers for such services.

During November 2007 and May 2008, Mr. Tsolinas participated in private placements of the Registrant’s securities, pursuant to which he purchased a total of 7,096,774 shares of the Registrant’s common stock for an aggregate purchase price of \$1,100,000. In connection with these transactions, Mr. Tsolinas also received warrants to purchase an aggregate of 14,193,549 shares of common stock with an exercise price of \$0.33 per share and expiring in November 2012 and May 2013. Other than the purchase of our shares, Mr. Tsolinas has not been a party to any transaction with us that we would be obligated to report pursuant to Item 404(a) of Regulation S-K nor has any such transaction been proposed.

On August 20, 2008 the Registrant issued a press release (attached hereto as Exhibit 99) announcing the appointment of Mr. Tsolinas to the Board of Directors.

**Item 9.01 Financial Statements and Exhibits**

The following exhibit is filed with this Current Report:

Exhibit 99 Press Release

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 21, 2008

GEOVAX LABS, INC.

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



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At the Company:

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404.727.0971

FOR IMMEDIATE RELEASE

## **GeoVax Appoints Mr. Peter M Tsolinas to its Board of Directors**

ATLANTA, GA, August 20, 2008 – GeoVax Labs, Inc. (OTC BB: GOVX), an Atlanta based biopharmaceutical company developing human vaccines for diseases caused by HIV-1 (Human Immunodeficiency Virus) and other infectious agents, is pleased to announce the addition of Peter M. Tsolinas as a member of its Board of Directors. Tsolinas, having supported the Company through private investments, now joins the Company’s Board to further his contribution through his talent and three decades of business and banking experience.

Mr. Tsolinas currently serves as Chairman and CEO of TMA Group Development Corp., a Chicago based real estate, architectural and development firm. As a real estate developer over the last 30 years, Tsolinas has built a successful network of companies involved in architectural, development and construction of commercial, industrial and institutional facilities. During that time, Tsolinas has participated in joint ventures and partnerships with Lincoln National Life, Commonwealth Edison, and ADP Corporation, as well as individual private investors. Further, Mr. Tsolinas has achieved additional successes through his personal investments in the real estate and banking sector, where he served on several bank boards from 1977 through 2006.

“As a substantial investor in GeoVax, I am honored to join its Board of Directors to further assist the Company directly,” said Tsolinas. “I have been truly intrigued by Dr. Harriet Robinson’s scientific efforts and dedication to help humanity and I look forward to continue supporting her and the Company in their quest to cure the HIV/AIDS pandemic.”

Tsolinas continued, “With the exceptional trial data the Company has demonstrated to date, I envision a very promising future for GeoVax and its shareholders. I am personally humbled to be an integral part of its success going forward.”

Robert McNally, GeoVax’s President and Chief Executive Officer, commented, “We are very pleased that Mr. Peter Tsolinas has agreed to join our Board of Directors. His substantial business experience will enhance and complement that of our current Board members. Peter has been a faithful supporter of GeoVax and we welcome his further contributions to our success through service on our Board.”

Mr. Tsolinas earned a B.A. degree in Architecture with a minor in Byzantine History from the University of Illinois. He has been a speaker and panelist at numerous Architectural and Development Conferences and is a member of the Chicago and National Chapter of The American Institute of Architects, as well as a corporate member of NCARB and NAIOP. He has been engaged in several philanthropic projects and currently serves as Chairman of the Stewardship Committee at St. Nectarios Greek Orthodox Church.

## **GeoVax Labs, Inc.**

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#### **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 (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, which are 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.*

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