

**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 21, 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) (Zip Code)

(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))

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. These risks include the risk that the Company may not generate revenue or achieve profitability in the future, the Company’s need for continued funding, that the products the Company has under development may not prove successful, and other risks, including those set forth in the registrant’s most recent Form 10-K and subsequent Filings. 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 3.02 Unregistered Sales of Equity Securities.

On July 14, 2009 we sold 467,836 shares of our common stock, \$0.001 par value, to Fusion Capital Fund II, LLC (“Fusion Capital”) related to a Common Stock Purchase Agreement dated May 8, 2008 (the “Purchase Agreement”) for an aggregate purchase price of \$80,000. We also issued to Fusion Capital an additional 19,844 shares of our common stock as a partial settlement of the commitment fee for entering into the Purchase Agreement.

On July 27, 2009 we sold 529,801 shares of our common stock, \$0.001 par value, to Fusion Capital related to the Purchase Agreement for an aggregate purchase price of \$80,000. We also issued to Fusion Capital an additional 19,844 shares of our common stock as a partial settlement of the commitment fee for entering into the Purchase Agreement.

On September 4, 2009 we sold 198,413 shares of our common stock, \$0.001 par value, to Fusion Capital related to the Purchase Agreement for an aggregate purchase price of \$25,000. We also issued to Fusion Capital an additional 6,201 shares of our common stock as a partial settlement of the commitment fee for entering into the Purchase Agreement.

On September 4, 2009 we issued 112,500 shares of our common stock, \$0.001 par value, to Equinox One Consulting, LLC (“Equinox One”) for consulting services. We relied on section 4(2) of the Securities Act of 1933 to issue the common stock and warrant, inasmuch as the common stock was issued to a single private entity which is an accredited investor that acquired its securities as an investment in a private transaction without any form of general solicitation or general advertising.

On September 17, 2009 we sold 195,822 shares of our common stock, \$0.001 par value, to Fusion Capital related to the Purchase Agreement for an aggregate purchase price of \$25,000. We also issued to Fusion Capital an additional 6,201 shares of our common stock as a partial settlement of the commitment fee for entering into the Purchase Agreement.

On September 22, 2009, GeoVax Labs, Inc., a Delaware corporation, (“GeoVax”) issued 23,141,289 shares of its Common Stock to Mr. Stavros Papageorgiou. The shares were issued to Mr. Papageorgiou pursuant to his exercise of Warrant dated May 15, 2006. The Company received \$1,500,000 for the shares it sold. The Warrant was exercised in full.

For each of the aforementioned transactions, the Registrant relied on Section 4(2) of the Securities Act of 1993 (the "Securities Act") and Rule 506 of Regulation D under the Securities Act, as amended, to issue its securities to Fusion Capital, Equinox One and Mr. Papageorgiou. In each case, the shares were only offered to a single accredited investor who purchased for investment in a transaction that did not involve a general solicitation.

As of September 22, 2009, the Company has 778,487,547 outstanding shares of Common Stock.

Item 8.01 Other Events

On September 21, 2009, the Registrant issued a press release announcing a request for a Pre-IND meeting with the FDA and submission of a protocol for a proposed Phase 1 human clinical trial for the Registrant's therapeutic HIV/AIDS vaccine candidate. A copy of the press release is attached hereto as Exhibit 99.1.

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 report to be signed on its behalf by the undersigned hereunto duly authorized.

GEOVAX LABS, INC.

September 23, 2009

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



Contact:
At The Company:
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**FOR IMMEDIATE RELEASE
MONDAY, SEPTEMBER 21, 2009**

**GEOVAX LABS REQUESTS PRE-IND MEETING WITH FDA
Protocol Submitted for Phase 1 Therapeutic HIV/AIDS Vaccine Trial**

ATLANTA – September 21, 2009 - GeoVax Labs, Inc. (OTC BB: GOVX) (the “Company”), an Atlanta-based, biopharmaceutical company developing human vaccines for diseases caused by HIV-1 (Human Immunodeficiency Virus) and other infectious agents, today announced that it has requested a pre-Investigational New Drug (IND) meeting with the U.S. Food and Drug Administration (FDA) to discuss a proposed IND for GeoVax’s therapeutic vaccine as a treatment for individuals infected with HIV/AIDS.

HIV affects the entire globe and comes in a variety of subtypes. Clade B is the predominant subtype in North America, where there are roughly 60,000 new infections each year. Globally, there are about 2.5 million AIDS infections per year, most primarily involving subtypes AG, B, and C. In 2007, UNAIDS reported 1.3 million people living with AIDS in North America and 33.2 million people living with AIDS worldwide.

“This pre-IND meeting with the FDA is a significant step toward meeting the needs of those individuals currently infected with HIV/AIDS. The FDA has 60 days from our submission to review our proposal and respond with questions or comments,” stated Robert McNally, Ph.D., president and chief executive officer. “The need for a HIV/AIDS vaccine is clear, based on the continued increase of new infections in the United States, despite years of education and preventative measures. Current costs for oral medications and the numerous side effects of these drugs give further urgency to the need for a therapeutic vaccine,” noted Dr. McNally.

A new IND with the FDA is required since this will be the first time the GeoVax vaccine will be used for a therapeutic application. The Phase 1 therapeutic protocol stresses safety parameters to minimize any risk to the volunteers. The protocol, conceived with collaboration from ARCA (AIDS Research Consortium of Atlanta), has specific objectives to optimize safety while

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GeoVax Labs, Inc.

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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 trials conducted in recently infected non-human primates at the Yerkes National Primate Research Center, affiliated with Emory University. The proposed human trial follows the precedents set in the preclinical animal trials and is a critical step towards developing a therapeutic vaccine for HIV-1 infected humans.

Submission of a request to the FDA for a pre-IND meeting is the first step in a process that is expected to take a number of months to complete. Commencement of the trial is targeted for the first quarter of 2010.

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 become infected. GeoVax AIDS vaccines also may be effective as a therapeutic treatment (for people already infected with the HIV-1 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's 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 \$17 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.

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