

# 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): January 3, 2020

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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) (Zip code)

(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.

- 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 240.13(e)-4(c))

Securities registered pursuant to Section 12(b) of the Act: None

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial reporting standards provided pursuant to Section 13(a) of the Exchange Act.

This Form 8-K and other reports filed by GeoVax Labs, Inc. (the “Company”) 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 Company’s management as well as estimates and assumptions made by the Company’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 Company or the Company’s management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to the Company’s industry, operations and results of operations and any businesses that may be acquired by the Company. 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. Except as required by law, the Company does not undertake to update its forward-looking statements.

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

We held a special meeting of stockholders on January 3, 2020. We received proxies for 586,811,868 shares (approximately 86.5%) of our issued and outstanding shares of common stock, as of the record date of November 21, 2019. Our stockholders voted on the following proposals and the results of the voting are presented below. No other matter was presented for a vote of the stockholders.

**Grant of Discretionary Authority to the Board of Directors to Effect a Reverse Stock Split**

Our stockholders approved the grant of discretionary authority to our Board of Directors to amend our Certificate of Incorporation to effect a reverse stock split of our issued and outstanding common stock at a ratio within the range of 1-for-500 to 1-for-2000, as selected by our Board of Directors. There were no broker non-votes on this item.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
336,339,596	161,446,234	9,810,178

**Adjournment of the Special Meeting**

Our stockholders approved the adjournment of the special meeting, if necessary, to solicit additional proxies to vote in favor of the reverse stock split proposal. There were no broker non-votes on this item.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
342,301,715	155,283,573	10,010,720

As the reverse stock split proposal was approved, no adjournment of the special meeting was deemed necessary.

**SIGNATURE**

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: January 3, 2020

GEOVAX LABS, INC.

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