
**UNITED STATES
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): June 14, 2016

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 CAR 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 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 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 14, 2016, we filed a Certificate of Amendment to our Certificate of Incorporation to amend the first paragraph of Article IV thereof to increase our authorized shares of common stock, \$0.001 par value, from 150,000,000 to 300,000,000. The general effect of the amendment is to permit the Company to issue additional shares of Common Stock. The amended first paragraph of Article IV reads in its entirety as follows:

“The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 310,000,000 shares, which are divided into two classes consisting of:
(a) 300,000,000 shares of Common Stock, par value \$0.001 per share, and (b) 10,000,000 shares of Preferred Stock, par value \$0.01 per share.”

The foregoing summary of the Certificate of Amendment is qualified in its entirety by reference to the text of the Certificate of Amendment, a copy of which is filed herewith as Exhibit 3.1.

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

The Company held its annual meeting of the stockholders on June 14, 2016. The Company received proxies totaling approximately 81.65% of its issued and outstanding shares of common stock representing 30,225,542 shares of common stock, as of the record date of April 15, 2016. The stockholders voted on the following proposals and the results of the voting are presented below.

Election of Directors

Our stockholders approved the slate of directors consisting of six members to hold office until the next annual meeting of stockholders or until their successors are duly elected and qualified. There were a total of 17,949,376 broker non-votes on this item.

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>
Randal D. Chase	11,253,956	1,022,210
David A. Dodd	11,384,167	891,999
Dean G. Kollintzas	11,248,578	1,027,588
Robert T. McNally	10,996,891	1,279,275
Harriet L. Robinson	11,739,969	536,197
John N. Spencer, Jr.	11,253,837	1,022,329

Amendment of Certificate of Incorporation

Our stockholders approved the proposal to amend our certificate incorporation to increase our authorized shares of common stock from 150 million to 300 million. There were no broker non-votes on this item.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
20,477,905	8,805,440	942,197

Approval of 2016 Stock Incentive Plan

Our stockholders approved the GeoVax Labs, Inc. 2016 Stock Incentive Plan. There were a total of 17,949,376 broker non-votes on this item.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
10,326,457	1,898,648	51,061

Ratification of Independent Auditor

Our stockholders approved the ratification of Porter Keadle Moore LLC as our independent registered public accounting firm for the fiscal year ending December 31, 2015. There were no broker non-votes on this item.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
29,425,402	595,130	205,010

Advisory Vote on Executive Compensation

Our stockholders approved, on a non-binding advisory basis, the compensation of our named executive officers. There were a total of 17,949,376 broker non-votes on this item.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
10,282,564	1,685,003	308,599

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description of Exhibit

Exhibit 3.1 Certificate of Amendment to the Certificate of Incorporation of GeoVax Labs, Inc.

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: June 16, 2016

GEOVAX LABS, INC.

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

EXHIBIT 3.1

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION
OF
GEOVAX LABS, INC.**

GeoVax Labs, Inc., a Delaware corporation (the "Corporation"), does hereby certify that the Corporation's Certificate of Incorporation originally filed with the Delaware Secretary of State on June 17, 2008, as amended by the following:

- Certificate of Merger filed June 18, 2008, as further amended by the following documents:
- Certificate of Amendment to the Certificate of Incorporation filed April 13, 2010;
- Certificate of Amendment to the Certificate of Incorporation filed April 27, 2010;
- Certificate of Designation filed on March 20, 2012;
- Certificate of Amendment to the Certificate of Incorporation filed August 1, 2013;
- Amendment to Certificate of Designation filed on December 12, 2013;
- Certificate of Designation filed on December 12, 2013;
- Certificate of Designation filed on February 27, 2015, and
- Certificate of Amendment to the Certificate of Incorporation filed May 13, 2015,

IS HEREBY FURTHER AMENDED pursuant to Section 242 of the General Corporation Law of the State of Delaware.

The Corporation does hereby further certify that this Certificate of Amendment was duly adopted by the Corporation's Board of Directors and by the stockholders of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

The Certificate of Incorporation of the Corporation, as amended, is hereby amended as follows:

The first paragraph of Article IV of the Certificate of Incorporation, as amended, shall be deleted in its entirety and replaced with the following:

"The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 310,000,000 shares, which are divided into two classes consisting of: (a) 300,000,000 shares of Common Stock, par value \$0.001 per share, and (b) 10,000,000 shares of Preferred Stock, par value \$0.01 per share."

The remainder of the Certificate of Incorporation shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed on June 14, 2016.

GEOVAX LABS, INC.

/s/ Robert T. McNally

Name: Robert T. McNally

Title: President and Chief Executive Officer