**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):  January 16, 2024**

**GEOVAX LABS, INC.**

**(Exact name of registrant as specified in its charter)**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Delaware** |  | **001-39563** |  | **87-0455038** |
| **(State or other jurisdiction of**  **incorporation or organization)** |  | **(Commission File No.)** |  | **(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 CFR240.14a-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:

|  |  |  |
| --- | --- | --- |
| Title of each class | Trading  Symbol(s) | Name of each exchange on which registered |
| Common Stock, par value $0.001 per share | GOVX | The Nasdaq Capital Market |
| Warrants to Purchase Common Stock | GOVXW | The Nasdaq Capital Market |

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. ☐

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

The Company held a special meeting of stockholders on January 16, 2024. The Company received proxies totaling 13,824,344 of its 26,695,287 issued and outstanding shares of common stock as of the record date of November 17, 2023. The stockholders voted on the following proposals and the results of the voting are presented below.

**Reduction in Authorized Shares**

Our stockholders approved an amendment to our Certificate of Incorporation to reduce our authorized shares of common stock, $0.001 par value, from 600,000,000 to 150,000,000. There were no broker non-votes on this item.

**For Against Abstain**

11,195,568 2,370,399 258,377

**Reverse Stock Split**

Our stockholders approved an amendment to our Certificate of Incorporation to effect a reverse stock split of our issued and outstanding common stock at a ratio of not less than 1-for-5 and not greater than 1-for-15, such ratio to be determined by our Board of Directors, at any time prior to January 31, 2024. There were no broker non-votes on this item.

**For Against Abstain**

9,895,182 3,589,641 339,521

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

|  |  |  |
| --- | --- | --- |
| Exhibit Number |  | Description |
| 104 |  | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

**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 thereunto duly authorized.

Date: January 16, 2024

|  |  |  |
| --- | --- | --- |
|  | GEOVAX LABS, INC. | |
|  |  |  |
|  | By: | */s/ Mark W. Reynolds* |
|  |  | Mark W. Reynolds |
|  |  | Chief Financial Officer |