**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 30, 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 3.03 Material Modification to Rights of Security Holders**

To the extent required by Item 3.03 of Form 8-K, information regarding the Reverse Stock Split (as defined in Item 5.03 below) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

|  |  |
| --- | --- |
| **Item 5.03** | **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year** |

On January 30, 2024, GeoVax Labs, Inc. (the “Company” or “we”) filed a Certificate of Amendment to our Certificate of Incorporation effecting a 1-for-15 reverse stock split pursuant to which each fifteen (15) shares of the Company’s Common Stock, par value $0.001 per share (“Old Common Stock”), issued and outstanding immediately prior to the filing automatically and without any action on the part of the respective holders thereof, was combined and reclassified into one (1) share of Common Stock, par value $0.001 per share (the “New Common Stock”) (and such combination and conversion, the “Reverse Stock Split”). No fractional shares of New Common Stock were issued in connection with the Reverse Stock Split. Immediately after the Reverse Stock Split, each stockholder's percentage ownership interest in the Company and proportional voting power remains unchanged, except for minor changes and adjustments resulting from the rounding up of any fractional shares to the next whole number of shares. The rights and privileges of the holders of shares of Common Stock are substantially unaffected by the Reverse Stock Split.

On the effective date of the Reverse Stock Split, our publicly-traded warrants (Nasdaq: GOVXW) were adjusted proportionately to require fifteen (15) warrants to be exercised to receive one (1) share of common stock at a price of $75 per share.

The Certificate of Amendment to our Certificate of Incorporation also amends the first paragraph of Article IV thereof to reduce our authorized shares of common stock, $0.001 par value, (the “Common Stock”) from 600,000,000 to 150,000,000. Subsequent to the amendment, the total number of shares of all classes of stock which the Company has the authority to issue is 160,000,000 shares, which are divided into two classes consisting of: (a) 150,000,000 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 is qualified in its entirety by reference to the text of the Certificate of Amendment to the Certificate of Incorporation, a copy of which is filed herewith as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

|  |  |  |
| --- | --- | --- |
| Exhibit Number |  | Description |
| 3.1 |  | Certificate of Amendment to the Certificate of Incorporation of GeoVax Labs, Inc. filed January 30, 2024 |
| 4.1 |  | Form of Stock Certificate to be issued after January 30, 2024 to represent the Company’s Common Stock, par value $0.001 per share |
| 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 31, 2024

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