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): May 12, 2015

GEOVAX LABS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**000-52091**	**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© 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 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 2.02 Results of Operations and Financial Condition

On May 13, 2015 we issued a press release reporting our results of operations for the year ended March 31, 2015. A copy of the press release is filed herewith as Exhibit 99.1.

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

On May 13, 2015, 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 75,000,000 to 150,000,000. 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 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 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 May 12, 2015. The Company received proxies totaling approximately 84.69% of its issued and outstanding shares of common stock representing 27,060,460 shares of common stock, as of the record date of March 16, 2015. 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 14,958,896 broker non-votes on this item.

Nominee	For	Withheld
Randal D. Chase	9,843,286	2,258,278
David A. Dodd	9,720,302	2,381,262
Dean G. Kollintzas	9,843,149	2,258,415
Robert T. McNally	9,838,737	2,262,827
Harriet L. Robinson	9,855,135	2,246,429
John N. Spencer, Jr.	9,855,591	2,245,973

Amendment of Certificate of Incorporation

Our stockholders approved the proposal to amend our certificate incorporation to increase our authorized shares of common stock from 75 million to 150 million. There were no broker non-votes on this item.

For	Against	Abstain
22,370,360	3,661,560	1,028,540

Ratification of Independent Auditor

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

For	Against	Abstain
24,492,788	415,865	2,151,807

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 14,958,896 broker non-votes on this item.

For	Against	Abstain
9,603,607	344,924	2,153,033

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.
Exhibit 99.1	Press Release

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: May 14, 2015

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 of the Corporation 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 of the Corporation filed August 1, 2013;
- Amendment to Certificate of Designation filed on December 12, 2013;
- Certificate of Designation filed on December 12, 2013; and
- Certificate of Designation filed on February 27, 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 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 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 May 12, 2015.

GEOVAX LABS, INC.

/s/ Robert T. McNally
Name: Robert T. McNally
Title: President & CEO

Exhibit 99.1

GeoVax Reports 2015 First Quarter Financial Results And Provides Corporate Update

Ebola/Marburg Vaccine Program Advances with NIH Collaboration;
HIV Vaccine Program Proceeding Toward Pivotal Trial

ATLANTA, GA, May 13, 2015 – GeoVax Labs, Inc. (OTCQB: GOVX), a biotechnology company developing innovative human vaccines using its novel platform technology, today announced its financial results for the three months ended March 31, 2015, and provided the following corporate update.

Ebola/Marburg Vaccine Program:

In response to the recent Ebola epidemic in western Africa in which more than 26,000 were infected and more than 10,000 died, GeoVax is developing a series of vaccines for the hemorrhagic fever viruses that have emerged 28 times over the past 30 years. These vaccines address two strains of Ebola virus (the Zaire strain and Sudan strain) and Marburg virus, all of which cause lethal hemorrhagic fevers. The vaccines use GeoVax's recombinant modified vaccinia Ankara (MVA) platform to produce non-infectious virus-like particles (VLPs) in the person being vaccinated. The VLPs mimic natural infections and should be highly effective at eliciting protective antibody and T-cell responses,

GeoVax began its Ebola vaccine development program in late 2014 using viral genetic sequences from the current outbreak. In early 2015, the Company demonstrated that the vaccine, when used to infect human cells, expresses VLPs which display the virus's surface protein (glycoprotein). The virus glycoprotein is the major target for protective antibodies.

In April, GeoVax entered into a collaboration agreement with the National Institute of Allergy and Infectious Disease (NIAID), part of the National Institutes of Health (NIH), for development of GeoVax's vaccines against Ebola and Marburg. Under the agreement, NIAID will contribute materials, scientific methods and advice for vaccine construction, carry out animal protection studies in BioSafety Level 4 (BSL-4) facilities, and consult with GeoVax on the analysis and interpretation of studies.

Robert T. McNally Ph.D., GeoVax's President and CEO, commented, "This month, we will begin preclinical animal studies for our first Ebola constructs and we expect to conduct the initial challenge studies during the summer. Our collaboration with the NIH is providing us with invaluable expertise and access to BSL-4 facilities. Our goals are to advance to testing in the non-human primate model in late 2015, and to progress to human clinical trials by late 2016 or early 2017."

Dr. McNally continued, "We are excited about the potential for our Ebola/Marburg vaccine program, and pleased with the rate of our progress. We think the first-generation vaccines currently in human trials have potential drawbacks, including safety, complexity and high production costs. We believe our vaccines will offer a superior alternative to those vaccines by addressing these deficiencies, and that our multi-strain vaccine is something the world will need, as history has shown that the current outbreak will certainly not be the last."

HIV Vaccine Program:

Preventive HIV Vaccine – Protein Boost Concept
GeoVax's most clinically advanced vaccine development program is a DNA/MVA vaccine regimen (GOVX-B11) for the prevention of clade B HIV infection. The Company has completed multiple Phase 1 trials and a Phase 2a trial of various dosing regimens and formulations of its vaccines. These vaccines have

been evaluated in nearly 500 humans. All of the clinical trials of GeoVax's preventive vaccines have been conducted by the HIV Vaccine Trials Network (HVTN), and fully funded by the National Institute of Allergy and Infectious Diseases (NIAID), part of the National Institutes of Health (NIH). The HVTN is the largest worldwide clinical trials network dedicated to the development and testing of HIV/AIDS vaccines.

During 2014 and early 2015, GeoVax has been actively engaged in discussions with the HVTN and NIAID regarding the design of the next clinical study of its preventive HIV vaccine. GeoVax's vaccine is currently the only vaccine being contemplated for efficacy trials for prevention of clade B HIV infection. However, the HVTN believes the best path forward will be to test the Company's GOVX-B11 vaccine in combination with a protein boost. Protein boosts may augment antibody responses that can both block virus infections and make the virus more susceptible to attack by immune system cells. The only partially successful HIV vaccine trial (known as RV144) included a protein boost, which the HVTN believes should be tested with the GeoVax vaccine.

During the first quarter of 2015, the HVTN approved a concept protocol and assigned a trial number, HVTN 114, to the next clinical trial of the Company's clade B preventive HIV vaccine candidate. HVTN 114, entitled: "A Phase 1 clinical trial to evaluate the immunogenicity of AIDSVAX® B/E bivalent gp120 vaccine and MVA/HIV62B in healthy, HIV-1 uninfected adult participants who previously received MVA/HIV62B in DNA/MVA or MVA/MVA regimens in HVTN 205," is expected to begin enrolling patients during the second half of 2015.

HVTN 114 will enroll up to 100 individuals who participated in the HVTN 205 Phase 2a trial of the GeoVax GOVX-B11 vaccine (concluded in 2012) and will test the ability of late boosts to increase the antibody responses elicited by GOVX-B11. The late boosts will consist of the GeoVax MVA62B vaccine with or without a gp120 protein vaccine. The gp120 protein, AIDSVAX® B/E, will be supplied by Global Solutions for Infectious Diseases (GSID) and is the same protein used to boost immune responses in the partially successful RV144 vaccine trial in Thailand. Eligible participants in HVTN 114 will receive either (a) another MVA62B boost, (b) a combined boost of MVA62B and AIDSVAX® B/E, or (c) AIDSVAX® B/E alone. HVTN 205 included two different vaccine regimens; HVTN 114 will allow for five separate study groups (up to 20 in each group), and participants will be assigned to each group depending upon their initial vaccine regimen from HVTN 205.

The primary objectives of the trial are (a) to determine the safety of MVA62B and AIDSVAX® B/E given separately or together as boost injections after prolonged immunologic rest, to participants who received vaccinations in HVTN 205, and (b) to compare HIV-specific antibody responses to MVA62B and AIDSVAX® B/E given separately or together. Secondary objectives are to further characterize HIV-specific antibody and T cell responses to MVA62B and AIDSVAX® B/E given separately or together, and to compare durability of the responses at 6 months after the boosts.

Dr. McNally commented, "We are very pleased that this program is moving forward with continued support from the federal government and minimal cash outlay required by GeoVax. Given the results of the RV144 trial, we believe the concept of a protein boost is one that should be explored."

Preventive HIV Vaccine – Non-Protein-Boosted

In April 2015, GeoVax announced its intention to seek a dual pathway for advancing its preventive HIV vaccine to pivotal Phase 2b efficacy trials. During her talk at the World Vaccine Congress on April 8, 2015, Harriet Robinson, Ph.D., GeoVax's Chief Scientific Officer, presented data from the three Phase 1 and the Phase 2a trial of the Company's GOVX-B11 vaccine as well as preclinical protection studies in non-human primates using SIV prototypes of GOVX-B11. She also presented data showing the continuing increase in the taxpayer cost burden of HIV care and treatment in the United States – rising from $12 billion in 2009 to nearly $17 billion in 2014. GeoVax's conclusion is that the scientific data, taken together with the financial and human cost of not having an approved vaccine, make a compelling case for taking the current GOVX-B11 vaccine (without a protein boost) directly into a pivotal Phase 2b efficacy trial.

Dr. McNally commented, "The HVTN approach of testing a protein boost for our vaccine may be viewed as a financially prudent step for advancing our vaccine prior to committing U.S. taxpayer funds to a much larger Phase 2b efficacy trial. However, we believe the scientific evidence for our vaccine, the ongoing financial burden of the HIV/AIDS epidemic to the U.S. taxpayer, and the increase in new infections in American youth, all point to the need to evaluate the current version of our vaccine, without the complexity of additional boosting regimens. As we've stated before, our intention is not to replace any of the efforts of the HVTN or NIAID regarding the ongoing "protein boost" strategy and the commencement of the HVTN 114 trial or subsequent trials to further develop this concept. Rather, we plan a parallel strategy to secure funding for commencing a pivotal Phase 2b efficacy trial of our existing GOVX-B11 vaccine. Each of these approaches has its own merits, but we strongly believe that our vaccine is ready for Phase 2b clinical trials."

HIV Immunotherapy Program.

A major challenge in the development of HIV therapeutics is the ability of HIV to persist in host cells in a latent proviral form, invisible to the immune system and inaccessible to antiretroviral drugs. In response to this problem, the NIH and other leaders in the HIV field have developed the "shock and kill" concept, in which patients remain on standard-of-care anti-retroviral drug therapy, while a second drug ("shock agent") is used to activate latent HIV and a third drug ("kill agent") is used to recognize and eliminate cells that harbor the latent HIV reservoir. A shock and kill therapy could potentially contribute to a cure for HIV.

Observations from a pilot Phase 1 clinical trial of the Company's HIV vaccines (GV-TH-01) have led GeoVax to postulate that its DNA vaccine may be effective as a shock agent and that a subsequent, precisely timed MVA inoculation may reduce viral reservoirs. The Company is planning an additional clinical trial to further investigate the vaccine's ability to act as a "shock agent" in a shock and kill therapy. Recently, however, GeoVax decided to focus its existing cash resources on its Ebola/Marburg vaccine program and to seek third party support for further development of its HIV immunotherapy program. The timetable and specific clinical plans will therefore be dependent upon the Company's ability to secure external funding for the program, and on the nature of any collaborations GeoVax may establish.

Financial Review

GeoVax reported a net loss for the three months ended March 31, 2015 of $700,454, or $0.02 per share, based on 32.0 million weighted average shares outstanding. For the three months ended March 31, 2015, the Company reported a loss of $615,918, or $0.02 per share, based on 24.8 million weighted average shares outstanding.

The Company reported revenues of $103,424 for the three months ended March 31, 2015, related to grants from the NIH. This compares to $157 340 of grant revenues reported in for the same period in 2014. As of March 31, 2015, there is $125,541 of unused grant funds remaining and available for use.

Research and development (R&D) expenses were $403,629 for the three months ended March 31, 2015, compared with $402,860 for the comparable period in 2014. R&D expenses include direct costs funded by NIH grants, as well as other vaccine manufacturing and testing costs. General and administrative (G&A) expenses were $401,441 and $371,802 for the three months ended March 31, 2015 and 2014, respectively.

GeoVax reported cash balances of $3,146,728 at March 31, 2015, as compared to $1,101,651 at December 31, 2014. The increase relates primarily to net proceeds of $2.7 million received in February 2015 from the sale of the Company's equity securities.

Summarized financial information is attached. Further information concerning the Company's financial position and results of operations are included in its Quarterly Report on Form 10-Q, expected to be filed with the Securities and Exchange Commission before May 15, 2015.

About GeoVax

GeoVax Labs, Inc. is a clinical-stage biotechnology company developing human vaccines against infectious diseases using our novel vaccine platform. Our current development programs are focused on vaccines against Ebola and Marburg viruses, and vaccines against Human Immunodeficiency Virus (HIV). We believe our technology and vaccine development expertise is well-suited for a wide variety of human infectious diseases for which there is an unmet medical need, and we intend to pursue expansion of our product pipeline as resources permit.

Our vaccine platform supports production of non-infectious virus-like particles (VLPs) from the cells of the person receiving the vaccine. Producing non-infectious virus-like particles in the person being vaccinated circumvents the need to purify virus-like particles for inoculation. The production of virus-like particles in the person being vaccinated mimics a natural infection, stimulating both the humoral and cellular arms of the immune system to recognize, prevent and control the target infection should it appear.

Clinical trials for GeoVax's preventive HIV vaccines have been conducted by the US National Institutes of Health-supported HIV Vaccine Trials Network (HVTN) with funding from the National Institute of Allergy and Infectious Disease (NIAID). Overall, GeoVax's vaccines, in various doses and combinations, have been tested in close to 500 humans. For more information, go to www.geovax.com.

Forward-Looking Statements

Certain statements in this document are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act. These statements are based on management's current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from those included in these statements due to a variety of factors, including whether: GeoVax can develop and manufacture its vaccines with the desired characteristics in a timely manner, GeoVax's vaccines will be safe for human use, GeoVax's vaccines will effectively prevent HIV or Ebola infection 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, GeoVax will be able to enter into favorable manufacturing and distribution agreements, 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. More information about these factors is contained in GeoVax's filings with the Securities and Exchange Commission including those set forth at "Risk Factors" in GeoVax's Form 10-K.

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FINANCIAL TABLES FOLLOW

GEOVAX LABS, INC.

Condensed Consolidated Statements of Operations Information

(amounts in thousands, except per share data)

	Three Months Ended March 31,	
	2015	2014
Grant Revenue	$ 103	$ 157
Operating expenses:		
Research and development	404	403
General and administrative	401	371
	805	774
Loss from operations	(702)	(617)
Interest income	1	1
Net loss	$ (700)	$ (616)
Net loss per common share	$ (0.02)	$ (0.02)
Weighted average shares outstanding	31,951	24,765

Condensed Consolidated Balance Sheet Information

(amounts in thousands)

	March 31, 2015	Dec. 31, 2014
Assets:		
Cash and cash equivalents	$ 3,147	$ 1,101
Other current assets	96	124
Total current assets	3,243	1,225
Property, net	105	97
Other assets	11	11
Total assets	$ 3,359	$ 1,333
Liabilities and stockholders' equity		
Current liabilities	$ 217	$ 187
Stockholders' equity	3,142	1,146
Total liabilities and stockholders' equity	$ 3,359	$ 1,333
Shares Outstanding	31,951	31,951