

---

**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): August 4, 2017**

---

**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)).

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

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 August 4, 2017, 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 300,000,000 to 600,000,000. 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 610,000,000 shares, which are divided into two classes consisting of:  
 (a) 600,000,000 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 a special meeting of the stockholders on August 4, 2017. The Company received proxies totaling approximately 89% of its issued and outstanding shares of common stock representing 54,948,946 shares of common stock, as of the record date of June 5, 2017. The stockholders voted on the following proposal and the results of the voting are presented below. No other matter was presented for a vote of the stockholders.

**Amendment of Certificate of Incorporation**

Our stockholders approved the proposal to amend our certificate incorporation to increase our authorized shares of common stock from 300 million to 600 million. There were no broker non-votes on this item.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,942,924	12,493,896	512,126

**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: August 4, 2017

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,
- Certificate of Amendment to the Certificate of Incorporation filed May 13, 2015;
- Certificate of Amendment to the Certificate of Incorporation filed June 14, 2016; and
- Certificate of Designation filed on May 9, 2017.

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 610,000,000 shares, which are divided into two classes consisting of: (a) 600,000,000 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 August 4, 2017.

GEOVAX LABS, INC.

/s/ Robert T. McNally  
Name: Robert T. McNally

Title: President and Chief Executive Officer