

Geovax Labs, Inc.
Form 8-K
November 29, 2007

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**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): November 29, 2007 (November 14, 2007)

**GEOVAX LABS, INC.
(Exact name of registrant as specified in Charter)**

**Illinois
(State or other jurisdiction of
incorporation or organization)**

**000-52091
(Commission File No.)**

**87-0455038
(IRS Employee Identification No.)**

**1256 Briarcliff Road N.E.
Emtech Bio Suite 500
Atlanta, Georgia 30306
(Address of Principal Executive Offices)
(404) 727-0971
(Issuer Telephone number)**

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 (see General Instruction A.2 below).

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
 - o Pre-commencement communications pursuant to Rule 13e-4 © under the Exchange Act (17 CFR 240.13(e)-4(c))
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This Form 8-K and other reports filed by GeoVax Labs, Inc. (the Registrant or GeoVax) 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 1.01 Entry into a Material Definitive Agreement

Reference is made to the disclosure set forth under Item 3.02 of this Current Report, which disclosure is incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities

On November 14, 2007, the Registrant sold to two individual accredited investors 932,258 shares of its common stock (the November 14 Shares) and three-year warrants to purchase an aggregate of 699,193 shares of common stock at an exercise price of \$0.33 per share (the November 14 Warrants) for an aggregate purchase price of \$144,500. The November 14 Shares and November 14 Warrants carry piggyback registration rights in connection with future underwritten public offerings of the Registrant occurring on or before November 14, 2008. A copy of the form of subscription agreement executed by the investors and the form of November 14 Warrant are attached as exhibits to this Current Report, and the foregoing summary is qualified in its entirety by reference to such exhibits.

On November 24, 2007, the Registrant sold to one individual accredited investor 6,451,613 shares of its common stock (the November 24 Shares) and a five-year warrant to purchase an aggregate of 12,903,226 shares of common stock at an exercise price of \$0.33 per share (the November 24 Warrants) for an aggregate purchase price of \$1 million. The November 24 Shares and November 24 Warrants carry piggyback registration rights in connection with future underwritten public offerings of the Registrant occurring on or before November 24, 2008. Also, according to the subscription agreement executed by the investor on November 24, 2007 (the November 24 Subscription Agreement), until such time as the Registrant raises a total of \$5 million in aggregate gross proceeds from its current and future financing transactions (including the November 14 and November 24 financings described herein), such investor has an option to purchase additional shares and warrants on the same terms described in this paragraph in an amount up to \$5 million minus the aggregate gross proceeds received by the Registrant from such financing transactions (including the November 14 and November 24 financings described herein). A copy of the form of November 24, 2007 Subscription Agreement and the form of November 24 Warrant are attached as exhibits to this Current Report, and the foregoing summary is qualified in its entirety by reference to such exhibits.

On November 26-28, 2007, the Registrant sold to four individual accredited investors 2,619,355 shares of its common stock (the November 26-28 Shares) and three-year warrants to purchase an aggregate of 1,964,516 shares of common stock at an exercise price of \$0.33 per share (the

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November 26-28 Warrants) for an aggregate purchase price of \$406,000. The November 26-28 Shares and November 26-28 Warrants carry piggyback registration rights in connection with future underwritten public offerings of the Registrant occurring on or before November 26-28, 2008. A copy of the form of subscription agreement executed by the investors and the form of November 26-28 Warrant are attached as exhibits to this Current Report, and the foregoing summary is qualified in its entirety by reference to such exhibits.

The Registrant relied on Rule 506 of Regulation D under the Securities Act of 1933, as amended, to issue the securities described in this Current Report, inasmuch as these were sold without any form of general solicitation or general advertising and sales were made only to accredited investors.

Item 9.01 Financial Statements and Exhibits

- (a) Financial Statements of Businesses Acquired.

Not applicable.

- (b) Pro Forma Financial Information

Not applicable.

- (c) Exhibits

- 10.1 Form of November 14 and November 26-28, 2007 Subscription Agreements

- 10.2 Form of November 24, 2007 Subscription Agreement

- 10.3 Form of Warrants

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SIGNATURES

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: November 29, 2007

GEOVAX LABS, INC.

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

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