

GeoVax Labs, Inc.  
Form 8-K  
January 04, 2012

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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): January 4, 2012

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© 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  
8.01 Other Events

On January 4, 2012 we issued a press announcing that we are conducting a private placement offering of up to \$1.5 million of units consisting of one share of common stock and a five-year warrant to purchase 1.5 shares of common stock at \$1.00 per share. The price per unit is \$0.67. The offering is expected to be completed by January 31, 2012. The purpose of the offering is to raise funds to support clinical trials of our vaccines and for general business purposes. A copy of the press release is attached to this Current Report.

Item  
9.01 Financial Statements and Exhibits

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: January 4, 2012

GEOVAX LABS, INC.

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