

GeoVax Labs, Inc.  
Form 424B3  
May 04, 2016

**Prospectus Supplement No. 1**                      **Filed Pursuant to Rule 424(b)(3)**  
**To Prospectus dated April 7, 2016**            **Registration Statement No. 333-208549**

**GEOVAX LABS, INC.**

Up to 80,456,798 Shares of Common Stock

We are supplementing the prospectus dated April 7, 2016 covering the sale of up to 80,456,798 shares of our common stock, \$0.001 par value, that may be sold from time to time by the selling stockholders named in the prospectus, to add certain information contained in our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2016, which was filed with the Securities and Exchange Commission on May 4, 2016.

This prospectus supplement supplements information contained in the prospectus dated April 7, 2016 and should be read in conjunction therewith, including any previous supplements and amendments thereto, which are to be delivered with this prospectus supplement.

This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus dated April 7, 2016, including any previous supplements and amendments thereto.

Investing in our common stock involves certain risks. See "Risk Factors" beginning on page 3 of the prospectus dated April 7, 2016 for a discussion of these risks.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this Prospectus Supplement is May 4, 2016.



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**Part I -- FINANCIAL INFORMATION****Item 1 Financial Statements****GEOVAX LABS,  
INC.  
CONDENSED  
CONSOLIDATED  
BALANCE  
SHEETS**

	March 31, 2016 (unaudited)	December 31, 2015
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$669,482	\$1,060,348
Grant funds receivable	-	119,978
Prepaid expenses and other current assets	39,547	56,649
Total current assets	709,029	1,236,975
Property and equipment, net	76,413	83,608
Deposits	11,010	11,010
Total assets	\$796,452	\$1,331,593
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$102,690	\$100,935
Accrued expenses	28,755	4,055
Amounts due to related parties (Note 10)	35,000	22,000
Total current liabilities	166,445	126,990
Commitments (Note 6)		
Stockholders' equity:		
Preferred stock, \$.01 par value:		
Authorized shares – 10,000,000 Series B convertible preferred stock, \$1,000 stated value; 100 shares issued and outstanding at March 31, 2016 and December 31, 2015	76,095	76,095
Series C convertible preferred stock, \$1,000 stated value; 2,868 and 3,000 shares issued and outstanding at March 31, 2016 and December 31, 2015, respectively	940,705	983,941

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Common stock, \$.001 par value:

Authorized shares – 150,000,000 Issued and outstanding shares – 37,015,401 and 31,950,813 at March 31, 2016 and December 31, 2015, respectively	37,015	31,951
Additional paid-in capital	33,347,398	32,587,543
Accumulated deficit	(33,771,206)	(32,474,927)
Total stockholders' equity	630,007	1,204,603
Total liabilities and stockholders' equity	\$796,452	\$1,331,593

See accompanying notes to condensed consolidated financial statements.

**GEOVAX LABS,  
INC.**

**CONDENSED  
CONSOLIDATED  
STATEMENTS  
OF OPERATIONS**

**(Unaudited)**

	Three Months Ended March 31,	
	2016	2015
Grant revenue	\$47,600	\$103,424
Operating expenses:		
Research and development	438,004	403,629
General and administrative	906,505	401,441
Total operating expenses	1,344,509	805,070
Loss from operations	(1,296,909 )	(701,646 )
Other income:		
Interest income	630	1,192
Net loss	\$(1,296,279 )	\$(700,454 )
Basic and diluted:		
Loss per common share	\$(0.04 )	\$(0.02 )
Weighted average shares outstanding	34,599,625	31,950,813

See accompanying notes to condensed consolidated financial statements.

**GEOVAX LABS,  
INC.**

**CONDENSED  
CONSOLIDATED  
STATEMENTS  
OF CASH FLOWS**

**(Unaudited)**

	Three Months Ended March 31,	
	2016	2015
Cash flows from operating activities:		
Net loss	\$(1,296,279)	\$(700,454)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	7,195	7,234
Stock-based compensation expense	483,485	16,902
Changes in assets and liabilities:		
Grant funds receivable	119,978	31,386
Prepaid expenses and other current assets	17,102	(3,657 )