

GeoVax Labs, Inc.  
Form 8-K  
March 03, 2010

**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): March 1, 2010**

**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)  
(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 (see General Instruction A.2 below).

- 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))
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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 if 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 March 1, 2010 we issued a press release reporting our results of operations for the quarter and year ended December 31, 2009. A copy of the press release is attached to this Current Report as Exhibit 99.1

**Item 8.01 Other Events**

On March 1, 2010 we issued a press release announcing our intention to file a registration statement for the sale of \$20 million or more of our common stock. A copy of the press release is attached to this Current Report as Exhibit 99.2

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Press Release re: 2009 Financial Results

Exhibit 99.2 Press Release re: Planned Public Offering

**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: March 3, 2010

GEOVAX LABS, INC.

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