

**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 30, 2024**

**GEOVAX LABS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-39563**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	GOVX	The Nasdaq Capital Market
Warrants to Purchase Common Stock	GOVXW	The Nasdaq Capital Market

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).  
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 reporting standards provided pursuant to Section 13(a) of the Exchange Act.

### **Item 3.03 Material Modification to Rights of Security Holders**

To the extent required by Item 3.03 of Form 8-K, information regarding the Reverse Stock Split (as defined in Item 5.03 below) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On January 30, 2024, GeoVax Labs, Inc. (the “Company” or “we”) filed a Certificate of Amendment to our Certificate of Incorporation effecting a 1-for-15 reverse stock split pursuant to which each fifteen (15) shares of the Company’s Common Stock, par value \$0.001 per share (“Old Common Stock”), issued and outstanding immediately prior to the filing automatically and without any action on the part of the respective holders thereof, was combined and reclassified into one (1) share of Common Stock, par value \$0.001 per share (the “New Common Stock”) (and such combination and conversion, the “Reverse Stock Split”). No fractional shares of New Common Stock were issued in connection with the Reverse Stock Split. Immediately after the Reverse Stock Split, each stockholder's percentage ownership interest in the Company and proportional voting power remains unchanged, except for minor changes and adjustments resulting from the rounding up of any fractional shares to the next whole number of shares. The rights and privileges of the holders of shares of Common Stock are substantially unaffected by the Reverse Stock Split.

On the effective date of the Reverse Stock Split, our publicly-traded warrants (Nasdaq: GOVXW) were adjusted proportionately to require fifteen (15) warrants to be exercised to receive one (1) share of common stock at a price of \$75 per share.

The Certificate of Amendment to our Certificate of Incorporation also amends the first paragraph of Article IV thereof to reduce our authorized shares of common stock, \$0.001 par value, (the “Common Stock”) from 600,000,000 to 150,000,000. Subsequent to the amendment, the total number of shares of all classes of stock which the Company has the authority to issue is 160,000,000 shares, which are divided into two classes consisting of: (a) 150,000,000 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 is qualified in its entirety by reference to the text of the Certificate of Amendment to the Certificate of Incorporation, a copy of which is filed herewith as Exhibit 3.1.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to the Certificate of Incorporation of GeoVax Labs, Inc. filed January 30, 2024
4.1	Form of Stock Certificate to be issued after January 30, 2024 to represent the Company’s Common Stock, par value \$0.001 per share
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: January 31, 2024

GEOVAX LABS, INC.

By: /s/ Mark W. Reynolds

Mark W. Reynolds  
Chief Financial Officer

**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 previously 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;
- Certificate of Designation filed on May 9, 2017;
- Certificate of Amendment to the Certificate of Incorporation of the Corporation filed August 4, 2017;
- Certificate of Designation filed on February 19, 2019;
- Certificate of Designation filed on February 26, 2019;
- Certificate of Amendment to the Certificate of Incorporation of the Company filed April 30, 2019;
- Certificate of Designation filed July 16, 2019;
- Certificate of Designation filed July 24, 2019;
- Certificate of Amendment to the Certificate of Incorporation of the Corporation filed January 21, 2020;
- Certificate of Designation filed on January 23, 2020; and
- Certificate of Amendment to the Certificate of Incorporation filed September 24, 2020.

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 160,000,000 shares, which are divided into two classes consisting of: (a) 150,000,000 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.

Upon the effectiveness of this Certificate of Amendment to the Certificate of Incorporation (the “Effective Time”), each fifteen (15) shares of the Corporation’s Common Stock, par value \$0.001 per share (“Old Common Stock”), issued and outstanding immediately prior to the Effective Time will automatically and without any action on the part of the respective holders thereof, be combined and reclassified into one (1) share of Common Stock, par value \$0.001 per share (the “New Common Stock”) (and such combination and conversion, the “Reverse Stock Split”). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to the holders of record of Old Common Stock in connection with the Reverse Stock Split. Stockholders of record who would otherwise hold fractional shares because the number of shares of common stock they hold before the reverse stock split is not evenly divisible by the reverse stock split ratio will be rounded up to the nearest whole share.”

The remainder of the Certificate of Incorporation shall remain unchanged and in full force and effect.

This Certificate of Amendment shall be effective as of 5:00 p.m. Eastern Time on January 30, 2024.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed on January 30, 2024.

GEOVAX LABS, INC.

/s/ David Dodd  
David Dodd  
President and Chief Executive Officer



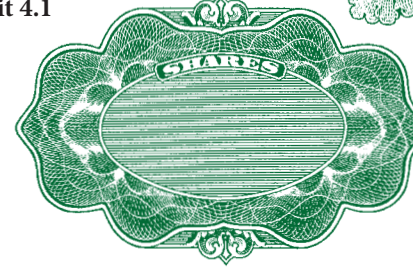
Exhibit 4.1

# GEOVAX LABS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE



COMMON STOCK  
SEE REVERSE FOR  
CERTAIN DEFINITIONS



COMMON STOCK

THIS CERTIFIES THAT

CUSIP 373678 6D 6

is the owner of

FULLY PAID AND NON-ASSESSABLE SHARES OF THE PAR VALUE OF \$.001 EACH OF THE COMMON STOCK OF

**GEOVAX LABS, INC.**

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

IN WITNESS WHEREOF, the Corporation has caused the facsimile signatures of its duly authorized officers and its facsimile seal to be hereunto affixed.

Dated:

*Frank O'Connell*  
CFO and Secretary



*David A. Datt*

President and CEO

AUTHORIZED SIGNATURE  
BY *[Signature]*  
COUNTERSIGNED AND REGISTERED:  
EQUINITI TRUST COMPANY, LLC  
TRANSFER AGENT  
AND REGISTRAR

**ABC Corp**  
Secure since 1795  
711 ARMSTRONG LANE  
COLUMBIA, TN 38401  
(931) 388-3003  
PRODUCTION COORDINATOR: RACHAEL PORTER 931-305-2898

PROOF OF: JANUARY 18, 2024  
GEOVAX LABS, INC.  
WO - 24000012 FACE OPERATOR: DKX  
NEW

COLORS SELECTED FOR PRINTING: INTAGLIO PRINTS IN SC-3 DARK GREEN.  
PLEASE INITIAL THE APPROPRIATE SELECTION FOR THIS PROOF:  OK AS IS  OK WITH CHANGES  MAKE CHANGES AND SEND ANOTHER PROOF



The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

- TEN COM — as tenants in common
- TEN ENT — as tenants by the entireties
- JT TEN — as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT — \_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust) (Minor)  
 under Uniform Gifts to Minors Act \_\_\_\_\_  
(State)  
 UNIF TRF MIN ACT — \_\_\_\_\_ Custodian (until age \_\_\_\_\_)  
(Cust)  
 \_\_\_\_\_ under Uniform Transfers to Minors Act \_\_\_\_\_  
(Minor)  
(State)

Additional abbreviations may also be used though not in the above list.

For Value Received, \_\_\_\_\_ do hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING ZIP CODE OF ASSIGNEE

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\_\_\_\_\_ Shares of the Capital Stock represented by the within Certificate, and do hereby irrevocably constitute and appoint \_\_\_\_\_

Attorney to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated: \_\_\_\_\_

\_\_\_\_\_

NOTICE: The signature to this assignment must correspond with the name as written upon the face of the Certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed

By \_\_\_\_\_  
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.

 Secure since 1795	711 ARMSTRONG LANE COLUMBIA, TN 38401 (931) 388-3003	PROOF OF: JANUARY 18, 2024 <b>GEOVAX LABS, INC.</b> WO - 24000012 BACK OPERATOR: DKS
	PRODUCTION COORDINATOR: RACHAEL PORTER 931-305-2898	NEW

**NO CHANGES TO BACK SHOWN FOR PROOF ONLY**

PLEASE INITIAL THE APPROPRIATE SELECTION FOR THIS PROOF:  OK AS IS  OK WITH CHANGES  MAKE CHANGES AND SEND ANOTHER PROOF