

GeoVax Labs, Inc.  
Form 8-K  
June 11, 2013

---

---

**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): June 10, 2013**

---

**GEOVAX LABS, INC.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>000-52091</b>	<b>87-0455038</b>
<b>(State or other jurisdiction of incorporation or organization)</b>	<b>(Commission File No.)</b>	<b>(IRS Employee Identification No.)</b>

**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 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its annual meeting of the stockholders on June 10, 2013. The Company received proxies totaling approximately 83% of its issued and outstanding shares of common stock representing 17,006,251 shares of common stock, as of the record date of April 11, 2013. The stockholders voted on the following proposals and the results of the voting are presented below.

**Election of Directors**

Our stockholders approved the slate of directors consisting of five members to hold office until the next annual meeting of stockholders or until their successors are duly elected and qualified. There were a total of 6,305,075 broker non-votes on this item.

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>
David A. Dodd	10,511,303	189,873
Dean G. Kollintzas	10,495,079	206,097
Robert T. McNally	10,299,868	401,308
Harriet L. Robinson	10,563,594	137,582
John N. Spencer, Jr.	10,519,128	182,048

**Amendment of Certificate of Incorporation**

Our stockholders approved the proposal to amend our certificate incorporation to increase our authorized shares of common stock from 40 million to 75 million. There were no broker non-votes on this item.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
13,801,924	3,186,673	17,654

**Ratification of Independent Auditor**

Our stockholders approved the ratification of Porter Keadle Moore LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
16,842,811	63,285	100,155

**Advisory Vote on Executive Compensation**

Our stockholders approved, on a non-binding advisory basis, the compensation of our named executive officers. There were a total of 6,305,075 broker non-votes on this item.

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>
5,489,135	542,368	4,669,673

**Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation**

Our stockholders approved, on a non-binding advisory basis, the frequency of future advisory votes on the compensation of our named executive officers. The determination was to hold such advisory votes on an annual basis. There were a total of 6,305,075 broker non-votes on this item.

<b><u>1 Year</u></b>	<b><u>2 Years</u></b>	<b><u>3 Years</u></b>	<b><u>Abstain</u></b>
7,791,410	89,591	2,695,908	124,267

**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: June 11, 2013

GEOVAX LABS, INC.

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