

Core-Mark Holding Company, Inc.  
Form DEF 14A  
April 20, 2009  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Schedule 14A Information  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**Core-Mark Holding Company, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

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(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.

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(3) Filing Party:

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(4) Date Filed:

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**Core-Mark Holding Company, Inc.**

395 Oyster Point Blvd., Suite 415

South San Francisco, California 94080

www.Core-Mark.com

April 20, 2009

Dear Fellow Stockholders:

You are cordially invited to attend the 2009 Annual Meeting of Stockholders of Core-Mark Holding Company, Inc. (Core-Mark) to be held at 2:00 p.m. PDT on Tuesday, June 2, 2009 at the Hyatt Regency San Francisco Airport Hotel, 1333 Bayshore Highway, Burlingame, California 94010. You will find directions to the meeting on the back cover of the accompanying Proxy Statement.

The notice of meeting and Proxy Statement describe the matters to be acted upon at the meeting. We will also report on matters of interest to Core-Mark stockholders.

Your vote is important. Whether or not you plan to attend the Annual Meeting in person, we encourage you to vote so that your shares will be represented and voted at the meeting. You may vote by proxy by completing and mailing the enclosed proxy card in the return envelope provided. If you do not vote by mail, you still may attend the Annual Meeting and vote in person.

Thank you for your continued support of Core-Mark.

Sincerely,

/s/ Randolph I. Thornton  
Randolph I. Thornton  
*Director and Chairman of the Board*

/s/ J. Michael Walsh  
J. Michael Walsh  
*President and Chief Executive Officer*

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Core-Mark Holding Company, Inc.

395 Oyster Point Blvd., Suite 415

South San Francisco, California 94080

April 20, 2009

The 2009 Annual Meeting of Stockholders of Core-Mark Holding Company, Inc. (Core-Mark) will be held as follows:

DATE: Tuesday, June 2, 2009

TIME: 2:00 p.m. PDT

LOCATION: Hyatt Regency San Francisco Airport Hotel

1333 Bayshore Highway

Burlingame, CA 94010

PURPOSE: To consider and act upon the following proposals:

1. The election of directors;
2. The ratification of the selection of the independent registered public accounting firm; and
3. Such other business as may properly come before the meeting.

Shares represented by properly executed proxies that are hereby solicited by the Board of Directors of Core-Mark will be voted in accordance with the instructions specified therein. Shares represented by proxies that are not limited to the contrary will be voted in favor of the election as directors of the persons nominated in the accompanying Proxy Statement and in favor of Proposal 2.

Stockholders of record at the close of business on April 6, 2009 will be entitled to vote at the meeting.

By order of the Board of Directors,

/s/ Gregory Antholzner

Gregory Antholzner

*Vice President Finance, Treasurer and Assistant Secretary*

**It is important that your shares be represented and voted,**

whether or not you plan to attend the meeting.

**YOU CAN VOTE BY PROXY:**

**1. BY MAIL:**

**Promptly return your signed and dated proxy/voting instruction card in the enclosed envelope.**

**2. IN PERSON:**

**You may attend the Annual Meeting and vote in person.**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING  
TO BE HELD ON JUNE 2, 2009**

Core-Mark's Proxy Statement, form of Proxy Card and 2008 Annual Report on Form 10-K are available at  
<http://www.core-mark.com/investor-sec.htm>.

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**PROXY STATEMENT**

**2009 ANNUAL MEETING OF STOCKHOLDERS**

**Tuesday, June 2, 2009**

**CORE-MARK HOLDING COMPANY, INC.**

**395 Oyster Point Blvd., Suite 415**

**South San Francisco, California 94080**

**GENERAL INFORMATION**

**Proxy Solicitation**

These proxy materials are being mailed or otherwise sent to stockholders of Core-Mark Holding Company, Inc. (Core-Mark or the Company) on or about April 20, 2009 in connection with the solicitation of proxies by the Board of Directors for Core-Mark's Annual Meeting of Stockholders to be held at 2:00 p.m. PDT on Tuesday, June 2, 2009 at the Hyatt Regency San Francisco Airport Hotel, 1333 Bayshore Highway, Burlingame, California 94010. Core-Mark pays the cost of soliciting your proxy. Directors, officers and other Core-Mark employees also may solicit proxies by telephone or otherwise, but will not receive compensation for such services. Brokers and other nominees will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed by Core-Mark for their reasonable expenses.

**Stockholders Entitled to Vote**

Stockholders of record at the close of business on April 6, 2009 are entitled to notice of and to vote at the meeting. As of such date, there were 10,837,111 shares of Core-Mark common stock outstanding, each entitled to one vote.

**How to Vote**

Stockholders of record described below may cast their votes by proxy by:

- (1) signing, completing and returning the enclosed proxy card in the enclosed postage-paid envelope; or
- (2) attending the Annual Meeting and voting in person.

**Revocation of Proxies**

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A proxy may be revoked at any time before it is voted by delivering written notice of revocation to the Director of Investor Relations of Core-Mark at the address set forth above, by delivering a proxy bearing a later date or by voting in person at the meeting.

### **Quorum**

The holders of a majority of the shares entitled to vote at the meeting must be present in person or represented by proxy to constitute a quorum. Abstentions and shares that brokers do not have the discretionary authority to vote on a matter in the absence of timely instructions from the beneficial owners (broker non-votes) are treated as present for the purposes of determining a quorum.

### **Required Vote**

*Election of Directors* Our bylaws require that each director in an uncontested election be elected by the vote of the majority of the votes cast with respect to such director. A majority of the votes cast means that the

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number of shares voted for a director must exceed the number of votes cast against that director. Abstentions and broker non-votes will not be counted as votes cast and, accordingly, will have no effect on the outcome of the vote. If the stockholders do not elect a nominee who is serving as a director, Delaware law provides that the director would continue to serve on the Board as a holdover director. In accordance with our bylaws and our Policy Regarding Election of Directors, such a holdover director will be required to tender his or her resignation to the Board of Directors. Our Nominating and Corporate Governance Committee will then make a recommendation to our Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. Our Board of Directors will consider the Nominating and Corporate Governance Committee's recommendation and all other relevant factors, act on the resignation and publicly disclose its decision and the reasons for its decision within 90 days of the date that the results of the election are certified.

*Ratification of Accountants* Ratification of the selection of our independent registered public accounting firm (Proposal 2) requires the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote. Under Delaware law, in determining whether Proposal 2 has received the requisite number of affirmative votes, abstentions are treated as shares present or represented and entitled to vote, so abstaining has the same effect as a negative vote. Broker non-votes on Proposal 2 are not counted or deemed present or represented for purposes of determining whether stockholders have approved that proposal.

## **Other Matters**

The Board of Directors is not aware of any matters to be presented at the meeting other than those set forth in the accompanying notice. If any other matters properly come before the meeting, the persons named in the proxy will vote on such matters in accordance with their best judgment.

## **Additional Information**

Additional information regarding the Company appears in our Annual Report on Form 10-K for the year ended December 31, 2008, which accompanies this Proxy Statement.

## **Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on June 2, 2009**

Core-Mark's Proxy Statement, form of Proxy Card and 2008 Annual Report on Form 10-K are available at <http://www.core-mark.com/investor-sec.htm>.

**Table of Contents****OWNERSHIP OF CORE-MARK COMMON STOCK****Securities Owned by Certain Beneficial Owners**

The following table sets forth certain information as of April 6, 2009 regarding the beneficial ownership of shares of our common stock by: (i) each person or entity known to us to be the beneficial owner of more than 5% of our common stock; (ii) each of our named executive officers; (iii) each member of our Board of Directors; and (iv) all members of our Board of Directors and executive officers as a group.

Except as otherwise noted below, each of the following individuals' address of record is c/o Core-Mark Holding Company, Inc., 395 Oyster Point Boulevard, Suite 415, South San Francisco, California 94080.

Beneficial ownership is determined in accordance with the rules of the U.S. Securities and Exchange Commission (SEC). In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock issuable upon the exercise of stock options or warrants or the conversion of other securities held by that person that are currently exercisable or convertible, or are exercisable or convertible within 60 days of April 6, 2009, are deemed to be issued and outstanding. These shares, however, are not deemed outstanding for the purposes of computing percentage ownership of each other stockholder.

Name and Address of Beneficial Owner	Securities Beneficially Owned	
	Shares of Common Stock Beneficially Owned	Percentage of Common Stock Outstanding
<b>Principal Securityholders:</b>		
Wynnefield Capital Management, LLC <sup>[1]</sup>	981,602	9.1%
Giovine Capital Group, LLC <sup>[2]</sup>	629,500	5.8%
Dimensional Fund Advisors, L.P. <sup>[3]</sup>	613,424	5.7%
Post Confirmation Trust of Fleming Companies, Inc. <sup>[4]</sup>	607,683	5.6%
<b>Directors and Named Executive Officers:</b>		
J. Michael Walsh <sup>[5]</sup>	157,727	1.4%
Stacy Loretz-Congdon <sup>[5]</sup>	26,620	*
Christopher L. Walsh <sup>[5]</sup>	91,477	*
Christopher M. Murray <sup>[5]</sup>	19,316	*
Thomas B. Perkins <sup>[5]</sup>	71,987	*
Robert A. Allen <sup>[6]</sup>	12,020	*
Stuart W. Booth <sup>[6]</sup>	12,020	*
Gary F. Colter <sup>[6]</sup>	12,020	*
L. William Krause <sup>[6]</sup>	12,020	*
Harvey L. Tepner <sup>[6]</sup>	12,020	*
Randolph I. Thornton <sup>[6]</sup>	18,020	*
All directors and executive officers as a group (14 persons)	518,768	4.6%

\* Represents beneficial ownership of less than 1%.

- [1] The address of Wynnefield Capital Management, LLC is 450 Seventh Avenue, Suite 509, New York, New York 10123. Shares represent those owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Small Cap Value Offshore Fund, Ltd., Wynnefield Partners Small Cap Value, L.P. I, Wynnefield Capital Management LLC, Wynnefield Capital, Inc. Profit Sharing Plan, and Wynnefield Capital, Inc., Mr. Nelson Obus and Mr. Joshua Landes exercise voting and investment control over such shares and may be deemed to beneficially own the shares. Share amounts listed are derived from Wynnefield Partners Small Cap Value, L.P.'s Schedule 13D/A filing with the SEC on August 1, 2008.
- [2] The address of Giovine Capital Group, LLC is 1333 2nd Street, Suite 650, Santa Monica, California 90401. Giovine Capital Group LLC serves as investment adviser and management company to several investment funds and managed accounts with respect to shares directly owned by the funds and possesses shared voting and disposition power. Mr. Thomas A. Giovine serves as managing member of Giovine Capital Group and may be deemed to beneficially own the shares. Share amounts listed are derived from Giovine Capital Group, LLC's Schedule 13G filing with the SEC on January 8, 2009.
- [3] The address of Dimensional Fund Advisors, L.P. is Palisades West, Building One, 6300 Bee Cave Road, Austin, Texas 78746. Share amounts listed are derived from Dimensional Fund Advisors, L.P.'s Schedule 13G/A filing with the SEC on February 9, 2009.

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- [4] The address of Post Confirmation Trust of Fleming Companies, Inc. (the PCT ) is P.O. Box 1297, Oklahoma City, Oklahoma 73101. Pursuant to Core-Mark's emergence from bankruptcy in August 2004, the company issued an aggregate of 9,800,000 shares of its common stock to the PCT in exchange for the stock of Core-Mark International, Inc. and its subsidiaries. According our transfer agent's stock records, the PCT has distributed 9,192,317 shares of our common stock to certain of Fleming Companies, Inc. creditors and continues to hold 607,683 shares that are subject to future distribution to Fleming's creditors as claims are resolved.
- [5] Includes beneficial ownership of aggregate options and restricted stock units held by such individual and exercisable within 60 days of April 6, 2009 into the following amount of shares: Mr. J.M. Walsh 106,188, Ms. Loretz-Congdon 17,925, Mr. C. Walsh 85,355, Mr. Murray 13,015, Mr. Perkins 67,299.
- [6] Share amounts represent beneficial ownership of aggregate options held by such individual and exercisable within 60 days of April 6, 2009.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires Core-Mark's directors, executive officers and beneficial owners of more than 10% of Core-Mark's equity securities (10% Owners) to file initial reports of their ownership of Core-Mark's equity securities and reports of changes in such ownership with the SEC. Directors, executive officers and 10% Owners are required by SEC regulations to furnish Core-Mark with copies of all Section 16(a) forms they file. Based solely on a review of copies of such forms and written representations from Core-Mark's directors, executive officers and 10% Owners, Core-Mark believes that for 2008, all of its directors, executive officers and 10% Owners were in compliance with the disclosure requirements of Section 16(a).

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**PROPOSAL 1. ELECTION OF DIRECTORS**

The current Board of Directors is made up of seven directors, each of whose term expires at the 2009 Annual Meeting. The following directors have been nominated for re-election to serve for a term of one year until the 2010 Annual Meeting and until their successors have been duly elected and qualified:

Robert A. Allen

Stuart W. Booth

Gary F. Colter

L. William Krause

Harvey L. Tepner

Randolph I. Thornton

J. Michael Walsh

All of the nominees for election have consented to being named in this Proxy Statement and to serve if elected. Presented below is biographical information for each of the nominees.

**The Board of Directors recommends that stockholders vote FOR the election of Messrs. Allen, Booth, Colter, Krause, Tepner, Thornton and Walsh.**

**NOMINEES FOR DIRECTOR**

**Robert A. Allen**, 59, has served as a Director of Core-Mark since August 2004. Mr. Allen was Acting Chief Operating Officer of the Fleming Companies, Inc. from March 2003 to April 2003. From 1998 to 2003, Mr. Allen served as the President and Chief Executive Officer of Core-Mark International, Inc. and President and Chief Operating Officer of Core-Mark International, Inc. from 1996 to 1998. Mr. Allen received a Bachelor of Arts degree from the University of California at Berkeley.

**Stuart W. Booth**, 58, has served as a Director of Core-Mark since August 2005. Mr. Booth has been employed by Central Garden & Pet Company, a publicly-traded marketer and producer of pet and lawn and garden supplies, since 2002, and is currently its Executive Vice President, Chief Financial Officer and Secretary. During 2001, Mr. Booth served as the Chief Financial Officer of RespondTV, Inc., an interactive television infrastructure and services company. From 1998 to 2000, Mr. Booth was Principal Vice President and Treasurer of Bechtel Group, Inc., an engineering, construction and project management firm. From 1975 to 1998, Mr. Booth served in various financial positions at Pacific Gas & Electric Company and related entities, including as a principal financial officer for financial operations, acquisitions and divestitures at PG&E Enterprises. Mr. Booth received a Bachelor of Arts degree in economics from California State University, Chico, and a Master of Business Administration degree from California State University, San Francisco.

**Gary F. Colter**, 63, has served as a Director of Core-Mark since August 2004. Mr. Colter has been employed principally by CRS Inc., a corporate restructuring and strategy management consulting company since 2002 and currently serves as its President. Prior to that time, Mr. Colter was employed by KPMG, serving as: Vice Chairman of KPMG Canada from 2001 to 2002; Managing Partner Global Financial Advisory Services and Member International Executive Team of KPMG International from 1998 to 2000; Vice Chairman Financial Advisory Services, Chairman and Chief Executive Officer of KPMG Inc. and on the Management Committee of KPMG Canada from 1989 to 1998; and Partner of KPMG Canada and its predecessor, Peat Marwick, from 1975 to 2002. Mr. Colter is a member of the Board of Directors of Canadian Imperial Bank of Commerce (CIBC), Owens-Illinois, Inc. and Revera, Inc. In addition, Mr. Colter serves as the Chair of the Risk Committee at CIBC, chairs of the audit committees at Owens-Illinois, Inc. and Revera, Inc., and a member of the governance committees for all three companies. Mr. Colter received a Bachelor of Arts degree in business administration from the Ivey Business School of the University of Western Ontario. Mr. Colter is a Fellow Chartered Accountant (FCA) (Canada).



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**L. William Krause**, 66, has served as a Director of Core-Mark since August 2005. Mr. Krause presently serves as President of LWK Ventures, a private investment firm, a position he has held since 1991. Mr. Krause served as Chairman of the Board of Caspian Networks, Inc., a high performance networking systems provider, from April 2002 to September 2006 and as CEO from April 2002 until June 2004. He also served as President and Chief Executive Officer of 3Com Corporation, a global data networking company, from 1981 to 1990, and as its Chairman from 1987 to 1993 when he retired. Presently, Mr. Krause serves on the Board of Directors of Brocade Communications Systems, Inc. and Sybase, Inc. Mr. Krause received a Bachelor of Science degree in electrical engineering from The Citadel.

**Harvey L. Tepner**, 52, has served as a Director of Core-Mark since August 2004 and is on the Board of the Post Confirmation Trust of the Fleming Companies. Mr. Tepner is a Principal of WL Ross & Co. LLC, a private equity and alternative investment fund manager, having joined WL Ross in February 2008. From 2002 to 2008, Mr. Tepner was a Partner at Compass Advisers, LLP in charge of the investment banking restructuring practice. Prior to that time, Mr. Tepner was a Managing Director of Loeb Partners Corporation from 1995 to 2002, and prior to Loeb, Mr. Tepner worked as an officer in the corporate finance departments of Dillon, Read & Co. Inc. and Rothschild Inc. Mr. Tepner is a Chartered Accountant (CA) (Canada) and previously worked for Price Waterhouse in Canada. Mr. Tepner received a Bachelor of Arts degree from Carleton University and a Master of Business Administration degree from Cornell University.

**Randolph I. Thornton**, 63, has served as a Director and Chairman of the Board of Directors of Core-Mark since August 2004 and also serves as a board member of the Post Confirmation Trust of the Fleming Companies. Mr. Thornton has served as the President and Chief Executive Officer of Comdisco Holding Company, Inc. since August 2004. From May 1970 to February 2004, Mr. Thornton was employed by Citigroup, Inc., most recently serving as a managing director until his retirement from Citigroup, Inc. in February 2004. Mr. Thornton is a member of the Board of Directors of Comdisco Holding Company, Inc. In addition, Mr. Thornton was a member of the Board of Directors of Edison Brothers Stores, Inc. from 1997 to 2000 and served as the Chair of its Audit Committee during that time. Mr. Thornton received a Bachelor of Arts degree in history from Lafayette College and a Master of Business Administration degree from Columbia Business School.

**J. Michael Walsh**, 61, has served as our President and Chief Executive Officer since March 2003 and as a Director since August 2004. From October 1999 to March 2003, Mr. Walsh served as our Executive Vice President Sales. From April 1991 to January 1996, Mr. Walsh was a Senior Vice President Operations and was Senior Vice President U.S. Distribution from January 1996 to October 1999. Before joining Core-Mark, Mr. Walsh served as the Senior Vice President Operations of Food Services of America. Mr. Walsh received a Bachelor of Science degree in industrial engineering from Texas Tech University and a Master of Business Administration degree from Texas A&M at West Texas.



**Table of Contents****BOARD OF DIRECTORS****Board of Directors**

Our bylaws provide that the size of the Board of Directors shall be determined from time to time by our Board of Directors. Our Board of Directors currently consists of seven members. Each of our executive officers and directors, other than non-employee directors, devotes his or her full time to our affairs. Our non-employee directors devote the amount of time to our affairs as necessary to discharge their duties. Robert A. Allen, Stuart W. Booth, Gary F. Colter, L. William Krause, Harvey L. Tepner and Randolph I. Thornton are each independent within the meaning of the rules of the NASDAQ Global Market and collectively constitute a majority of our Board of Directors.

**Committees of the Board of Directors**

Pursuant to our bylaws, our Board of Directors is permitted to establish committees from time to time as it deems appropriate. To facilitate independent director review and to make the most effective use of our Directors' time and capabilities, our Board of Directors has established the following committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee and had previously established the Finance and Investment Committee. The charters of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee are available on our website at <http://www.core-mark.com/investor-corp.gov.htm>. Printed copies of these charters may be obtained, without charge, by contacting the Director of Investor Relations, Core-Mark Holding Company, Inc., 395 Oyster Point Blvd., Suite 415, South San Francisco, California 94080, telephone 650-589-9445.

Until February 2009, the Board had a Finance and Investment Committee that provided assistance to the Board in reviewing and evaluating potential acquisition, divestiture, investment and other strategic opportunities and in sourcing and negotiating such strategic or financial opportunities. In addition, the Finance and Investment Committee was responsible for assisting management and the Board of Directors in reviewing and evaluating our capital structure, including the appropriate mix of debt and equity and the declaration and payment of dividends, and reporting and making recommendations to the Board of Directors concerning such capital structure matters. During early 2009 the Nominating and Corporate Governance Committee reviewed the functions and operations of the Finance and Investment Committee and determined that while such committee had performed valuable work, the frequent participation by the full Board of Directors made the use of a committee structure unnecessary. The Board of Directors accepted the recommendation of the Nominating and Corporate Governance Committee, and the Finance Committee was dissolved on February 1, 2009, and its former responsibilities are now carried out by the full Board of Directors.

The following table summarizes the current membership of the Board and each of its committees:

	<b>Board of Directors</b>	<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Nominating and Corporate Governance Committee</b>
Robert A. Allen <sup>[1]</sup>	X		X	X
Stuart W. Booth	X	Chairman		
Gary F. Colter <sup>[2]</sup>	X	X	X	Chairman
L. William Krause <sup>[3]</sup>	X		Chairman	X
Harvey L. Tepner <sup>[4]</sup>	X	X		X
Randolph I. Thornton	Chairman	X	X	X
J. Michael Walsh	X			

[1] Served as Chairman of the Nominating and Corporate Governance Committee until June 30, 2008.

[2] Served as Chairman of the Compensation Committee until June 30, 2008.

[3] Commenced service as Chairman of the Compensation Committee effective July 1, 2008.

[4] Served as Chairman of the Finance and Investment Committee until its dissolution effective February 1, 2009. Following the dissolution of Finance Committee, Mr. Tepner joined the Audit Committee and Nominating and Corporate Governance Committee.

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The membership and functions of each committee are described below.

### *Audit Committee*

The Audit Committee provides assistance to the Board of Directors in fulfilling its legal and fiduciary obligations in matters involving our accounting, auditing, financial reporting, internal control and legal compliance functions. The Audit Committee reviews our financial statements, our filings with the Securities and Exchange Commission, the effectiveness of our internal control functions, and prepares the Audit Committee report required under the rules of the Securities and Exchange Commission. In addition, it approves the services performed by our independent accountants and reviews their reports regarding our accounting practices and systems of internal accounting controls. The Audit Committee also oversees the audit efforts of our independent accountants and takes those actions as it deems necessary to satisfy itself that the accountants are independent of management. The Audit Committee was established in accordance with Section 3(a)(58)(A) of the Exchange Act and currently consists of Stuart W. Booth, Gary F. Colter, Harvey L. Tepner and Randolph I. Thornton, each of whom is a non-employee member of our Board of Directors and is independent within the meaning of the rules of the NASDAQ Global Market and relevant federal securities laws and regulations. Mr. Booth is currently the Chairman of the Audit Committee, and he and Mr. Colter qualify as audit committee financial experts as defined under Securities and Exchange Commission rules. We believe the composition of our Audit Committee meets the criteria for independence under, and the functioning of our Audit Committee complies with the applicable requirements of, the Sarbanes-Oxley Act of 2002, the relevant federal securities laws and regulations and the current rules of the NASDAQ Global Market.

### *Compensation Committee*

The Compensation Committee reviews and approves our Company's overall management compensation philosophy, objectives and policies. The Compensation Committee establishes and reports to the Board of Directors regarding performance goals, including annual and long-term, for our CEO and other executive officers. The Compensation Committee also reviews and determines salaries, bonuses, and all other compensation incentive programs annually for our CEO and executive officers and make recommendations to the Board of Directors regarding such programs. In addition, the Compensation Committee administers our stock option plans and reviews and determines equity-based compensation for our directors, officers, employees and consultants, and prepares the Compensation Committee report required under the rules of Securities and Exchange Commission. Under its charter, the Compensation Committee may delegate any such responsibilities to one or more subcommittees of the Compensation Committee to the extent permitted by applicable law and the applicable rules of the NASDAQ Global Market. The current members of the Compensation Committee are L. William Krause, Robert A. Allen, Gary F. Colter, and Randolph I. Thornton, each of whom is a non-employee member of our Board of Directors and independent within the meaning of the rules of the NASDAQ Global Market. Mr. Krause is currently the Chairman of the Compensation Committee (Mr. Colter served as the Chairman of the Compensation Committee until June 30, 2008). We believe that the composition of our Compensation Committee meets the criteria for independence under, and the functioning of our Compensation Committee complies with the applicable requirements of, the rules of the NASDAQ Global Market.

### *Nominating and Corporate Governance Committee*

The Nominating and Corporate Governance Committee is responsible for making recommendations to the Board of Directors regarding candidates for directorships and the size and composition of the Board of Directors. In addition, the Nominating and Corporate Governance Committee is responsible for overseeing our corporate governance guidelines and reporting and making recommendations to the Board of Directors concerning corporate governance matters. The members of the Nominating and Governance Committee are Gary F. Colter, Robert A. Allen, L. William Krause, Harvey L. Tepner and Randolph I. Thornton and are each independent within the meaning of the rules of the NASDAQ Global Market. Mr. Colter is currently the Chairman of the Nominating and Corporate Governance Committee (Mr. Allen served as the Chairman of the Nominating and

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Corporate Governance Committee until June 30, 2008). We believe that the composition of our Nominating and Governance Committee meets the criteria for independence under, and the functioning of our Nominating and Corporate Governance Committee complies with the applicable requirements of, the rules of the NASDAQ Global Market.

**Board, Committee and Annual Meeting Attendance**

For the year ended December 31, 2008, the Board and its committees held the following aggregate number of regular and special meetings:

Board of Directors	7
Audit Committee	9
Compensation Committee	4
Nominating and Corporate Governance Committee	4
Finance and Investment Committee <sup>[1]</sup>	3

[1] Dissolved effective February 1, 2009 and responsibilities assumed by the full Board of Directors.

Each of our directors attended 100% of the total number of the meetings of the Board and of the committees on which he served during the year.

The Board has adopted a policy pursuant to which directors are expected to attend the Annual Meeting of Stockholders in the absence of a scheduling conflict or other valid reason. All of our directors attended the 2008 Annual Meeting.

**Director Compensation**

We reimburse the members of our Board of Directors for reasonable expenses in connection with their attendance at Board and committee meetings. Compensation for our non-employee directors for 2008 was comprised of a cash component and an equity component. The cash component consists of an annual retainer, retainers for Committee Chairs and the Chairman of the Board and a fee for each Board and committee meeting attended. The equity component consists of annual grants of restricted stock units and options.

The following table lists the elements of non-employee director cash and equity compensation for 2008:

Compensation Component	2008 Compensation
Annual Board retainer <sup>[1]</sup>	\$30,000
Annual Board Chairman retainer <sup>[1]</sup>	\$50,000
Annual Committee Chairman retainer <sup>[1]</sup>	Audit Committee - \$20,000
	Compensation Committee <sup>[2]</sup> - \$10,000
	Nominating and Corporate Governance Committee <sup>[2]</sup> - \$10,000
	Finance and Investment Committee <sup>[2][3]</sup> - \$10,000
Board meeting fee	\$1,500 per meeting
Restricted stock units	Annual grant with a fair value of \$15,000 <sup>[4]</sup>
Option grants	Annual grant based on a Black-Scholes value of \$15,000 <sup>[5]</sup>

[1] The annual Board retainer, annual Board Chairman retainer, and the annual Committee Chairman retainers are paid in equal quarterly installments.

[2] The annual Committee Chairman retainers for the Compensation Committee, Nominating and Corporate Governance Committee and Finance and Investment Committee were increased from \$7,500 to \$10,000 effective July 1, 2008.

[3] The Finance and Investment Committee was dissolved effective February 1, 2009.

[4] During 2008, each non-employee director received a grant of 581 restricted stock units under our 2007 Long-Term Incentive Plan.

[5]

## Edgar Filing: Core-Mark Holding Company, Inc. - Form DEF 14A

During 2008, each non-employee director received a grant of options to purchase 2,249 shares of our common stock under our 2007 Long-Term Incentive Plan. The exercise price of the stock options granted to our non-employee directors is based on the closing price our common stock on the date such award was approved by our Board of Directors. Such options vested on January 1, 2009.

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The following table shows the compensation paid to our non-employee directors in 2008:

**Director Compensation Table**

	Fees Earned or Paid in 2008	Non-Equity Incentive Compensation	All Other Compensation
A. Allen	18		

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pharmaceutical or biotechnology companies by such large corporations could increase their research, development, marketing, manufacturing and other resources. Competitor technologies may ultimately prove to be more effective or less costly than any vaccine that we develop.

FDA and other regulatory approvals of our vaccines have not yet been obtained and we have not yet generated revenues from product sales. Our future competitive position depends on our ability to obtain FDA and other regulatory approvals of our vaccines and to license or sell the vaccines to third parties on favorable terms.

**Intellectual Property**

We will be able to protect our proprietary rights from unauthorized use by third parties only to the extent that our proprietary rights are described by valid and enforceable patents or are effectively maintained as trade secrets. Accordingly, we are pursuing and will continue to pursue patent protection for our proprietary technologies developed through our collaboration between Emory University, the NIH, and the CDC, or developed by us alone. Patent applications have been filed with the United States Patent and Trademark Office and in specific international markets (countries). Patent applications include provisions to cover our DNA and MVA based AIDS vaccines, their genetic inserts expressing multiple HIV protein components, composition, structure, claim of immunization against multiple subtypes of HIV, routes of administration, safety and other related factors. Patent applications filed for our vaccines include provisions for protection against two diseases: HIV/AIDS and smallpox. We are the exclusive, worldwide licensee of a number of patents and patent applications (the "Emory Technology") owned, licensed or otherwise controlled by Emory University (the "Emory University") for HIV and smallpox vaccines pursuant to a License Agreement originally entered into on August 23, 2002 and restated on June 23, 2004 (the "Emory License"). Through the Emory License we are also a non-exclusive licensee of patents owned by Emory University related to the ability of our MVA vector vaccine as a vehicle to deliver HIV virus antigens, and also to elicit an immune response in humans. Currently, there are four issued patents and six pending patent applications in the United States subject to the Emory License, as well as two issued patents and 26 pending patent applications in other countries. The 4 issued patents expire in 2026. The Emory License expires on the expiration date of the last to expire of the patents licensed thereunder including those that are issued on patents subject to the Emory License; we will therefore not know the final termination date of the Emory License until such patents are issued. We may not use the Emory Technology for any purpose other than the purposes permitted by the Emory License. Emory also reserved the right to use the Emory Technology for research, educational and commercial clinical purposes. Due to the use of federal funds in the development of the Emory Technology, the United States Government has the irrevocable, royalty-free, paid-up right to practice and have practiced the Emory Technology patents throughout the world, should it choose to exercise such rights.

We are also the exclusive licensee of five patents from MFD, Inc. (the "MFD Patents") pursuant to a license agreement dated December 26, 2004 (the "MFD License Agreement"), related to certain manufacturing processes in the production of our vaccines. Pursuant to the MFD License Agreement, we obtained a fully paid, worldwide, irrevocable, exclusive license in and to the MFD Patents to use, market, offer for sale, sell, lease and sublicense for any AIDS and smallpox vaccine made with GeoVax technology and non-exclusive rights for other purposes. The term of the MFD License Agreement ends on the expiration date of the last to expire of the MFD Patents. These patents expire in 2017 through 2019.

In addition to patent protection, we also attempt to protect our proprietary products, processes and other information by relying on trade secrets and non-disclosure agreements with our employees, consultants and other persons who have access to such products, processes and information. Under the agreements, all inventions conceived by employees are our exclusive property. Nevertheless, there can be no assurance that these agreements will afford significant protection against misappropriation or unauthorized disclosure of our trade secrets and confidential information.

We cannot be certain that any of the current pending patent applications we have licensed, or any new patent applications we may file or license, will ever be issued in the United States or any other country. Even if issued, there can be no assurance that those patents will be sufficiently broad to prevent others from using our products or processes. Furthermore, our patents, as well as those we have licensed or may license in the future, may be held invalid or unenforceable by a court, or third parties could obtain patents that we would need to either license or to

around, which we may be unable to do. Current and future competitors may have licensed or filed

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applications or received patents, and may acquire additional patents and proprietary rights relating to products or processes competitive with ours.

We are not a party to any litigation, opposition, interference, or other potentially adverse proceeding with respect to our patent positions. However, if we become involved in litigation, interference proceedings, oppositions or intellectual property proceedings, for example as a result of an alleged infringement, or a third-party claiming an earlier date of invention, we may have to spend significant amounts of money and time and, in the event of an adverse ruling, we could be subject to liability for damages, invalidation of our intellectual property and injunctive relief that could prevent us from using technologies or developing products, any of which could have a significant adverse effect on our business financial condition and results of operation. In addition, any litigation relating to the infringement of third-party proprietary rights, or earlier date of invention, even if not successful, could result in costly litigation, lengthy governmental proceedings, divert management's attention and resources and require us to enter royalty or license agreements which are not advantageous if available at all.

**Manufacturing**

We do not have the facilities or expertise to manufacture any of the clinical or commercial supplies of any of our products, and we have relied on third party contract manufacturers to produce our vaccine components used in preclinical and clinical trials to date. To be successful, our products must be manufactured in commercial quantities in compliance with regulatory requirements and at an acceptable cost. To date, we have not commercialized any products, nor have we demonstrated that we can manufacture commercial quantities of our product candidates in accordance with regulatory requirements. If we cannot manufacture products in suitable quantities and in accordance with regulatory standards, either on our own or through contracts with third parties, it could delay clinical trials, regulatory approvals and marketing efforts for such products. Such delays could significantly affect our competitive position and our chances of achieving profitability. We cannot be sure that we can manufacture, either on our own or through contracts with third parties, such products at a cost or in quantities that are commercially viable.

We currently rely and intend to continue to rely on third-party contract manufacturers to produce vaccines used for research and clinical trials. We have entered into arrangements with third party manufacturers for the production of our DNA and MVA vaccines for use in our planned clinical trials. These suppliers operate under current Good Manufacturing Practice and guidelines established by the FDA and the European Medicines Agency. We expect that these suppliers will be able to provide sufficient vaccine supplies to complete our currently planned clinical trials. Various contractors are generally available in the United States and Europe for manufacture of vaccines for clinical trial evaluation, however, it may be difficult to replace existing contractors for certain manufacturing and testing activities and costs for contracted services may increase substantially if we switch to other contractors.

In July 2008, we signed a letter of intent with Vivalis S.A., a French biopharmaceutical company, for joint development and license of Vivalis' proprietary EB<sup>®</sup> technology. The letter of intent contemplates development of a process using the EB<sup>®</sup> technology to manufacture the MVA component of the GeoVax HIV-1 vaccine. Vivalis' vaccine manufacturing technology is based on a duck embryonic stem cell substrate platform, providing continuous growth from a fully characterized frozen cell bank without necessitating fertilized embryo extraction and processing, as with present chicken cell based technologies. Furthermore, the EB66<sup>®</sup> cell line can be grown in suspension (without the cells attached to the surface of the growth vessel) and can be scaled up for growth in giant bioreactors (a cutting edge industrial method) for large scale production of the MVA viral vaccine. We expect the agreement with Vivalis to be executed during the third quarter of 2009. Successful development of a manufacturing process for the MVA component of our vaccine using Vivalis' technology would enhance our ability to manufacture the vaccine in large, economical commercial quantities.

**Research and Development**

Our expenditures for research and development activities were approximately \$3,741,000, \$1,757,000 and \$1,000,000 during the years ended December 31, 2008, 2007 and 2006, respectively. As our vaccines continue to go through the process to obtain regulatory approval, we expect our research and development costs to continue to increase significantly as even larger human trials proceed in the United States and foreign countries. We have not



...mulated any plans for marketing and sales of any vaccine candidate we may successfully develop.  
...iance with environmental protection laws and regulations has not had a material effect on our capital  
...litures, earnings or competitive position.

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**Properties**

We lease approximately 3,000 square feet of office and laboratory space located at 1256 Briarcliff Road, North Atlanta, Georgia under a month-to-month lease agreement with Emtech Biotechnology Development, Inc., a related party associated with Emory University. We also share the lease expense for office space in the Chicago area for one of our officers and directors, but we are not obligated under the lease.

**Legal Proceedings**

We are not currently a party to any material legal proceedings. We may from time to time become involved in various legal proceedings arising in the ordinary course of business.

**Employees**

As of April 29, 2009, we had eleven employees. None of our employees are covered by collective bargaining agreements and we believe that our employee relations are good.

**Available Information**

Our website address is [www.geovax.com](http://www.geovax.com). We make available on this website under "Investors" SEC Reports, financial statements, our proxy statements, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports as soon as reasonably practicable after we electronically file such materials with the U.S. Securities and Exchange Commission ( "SEC" ). We also make available on our website under the heading "Investors" Corporate Governance our Code of Ethics.

**Table of Contents****MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS****Market Information**

Our common stock is currently traded on the over-the-counter bulletin board market under the symbol GOVX. The following table sets forth the high and low bid prices for our common stock for the periods indicated. The quotations represent quotations between dealers and do not include retail mark-up, markdown, or commission, and do not necessarily represent actual transactions:

	High	Low
2009		
First Quarter	\$0.20	\$0.09
2008		
Fourth Quarter	0.20	0.09
Third Quarter	0.20	0.13
Second Quarter	0.29	0.12
First Quarter	0.19	0.11
2007		
Fourth Quarter	0.36	0.16
Third Quarter	0.42	0.25
Second Quarter	0.38	0.22
First Quarter	0.66	0.18

On May 12, 2009, the last reported sale price of our common stock on the over-the-counter bulletin board was \$0.18 per share.

**Shareholders**

As of April 20, 2009, there were approximately 1,400 holders of record of our common stock. The number of holders does not reflect the number of beneficial owners of our common stock for whom shares are held by brokerage firms and other institutions.

**Dividends**

We have not paid any dividends since our inception and do not contemplate paying dividends in the foreseeable future.

**Table of Contents****SELECTED FINANCIAL DATA**

The following selected financial data are derived from our audited consolidated financial statements and unaudited consolidated financial statements for the periods and at the dates indicated below. The historical information presented below are not necessarily indicative of the results to be expected for any future period. You should read the information set forth below in conjunction with the information contained below in Management's Discussion and Analysis of Financial Condition and Results of Operations, and our consolidated financial statements and the related notes, beginning on page F-1 of this prospectus.

	<b>Three Months Ended</b>			<b>Year Ended December 31,</b>			
	<b>March 31,</b>						
	2009	2008	2008	2007	2006	2005	2004
<i>Percent of Operations</i>							
Operating Income	\$ 710,155	\$ 599,991	\$ 2,910,170	\$ 237,004	\$ 852,905	\$ 670,467	\$ 714,852
Operating Expenses	(861,509)	(682,510)	(3,728,187)	(4,241,796)	(584,166)	(1,611,086)	(2,351,828)
Operating Income as a Percent of Operating Expenses	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)	(0.01)	(0.01)
<i>Balance Sheet</i>							
Operating Assets Available to Holders	\$2,769,423	\$2,527,370	\$3,056,241	\$3,246,404	\$2,396,330	\$1,685,218	\$1,870,089
Operating Liabilities						1,016,555	938,475
Operating Assets Available to Holders	\$2,477,130	\$2,392,702	2,709,819	2,647,866	2,203,216	(500,583)	(389,497)

**Table of Contents****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the discussion under "Selected Financial Data" and our consolidated financial statements included in this prospectus. This discussion contains forward-looking statements that involve risks and uncertainties because they are based on current expectations and relate to future events and our future financial performance. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those set forth under "Risk Factors" and elsewhere in this prospectus.

**Overview**

GeoVax is a clinical stage biotechnology company focused on developing human vaccines for diseases caused by Human Immunodeficiency Virus and other infectious agents. We have exclusively licensed from Emory University certain HIV vaccine technology which was developed in collaboration with the National Institutes of Health and the Centers for Disease Control and Prevention.

Our HIV vaccine candidates have successfully completed preclinical efficacy testing in non-human primates and Phase 1 clinical testing trials in humans. A Phase 2a human clinical trial for our preventative HIV vaccine candidate was initiated during the fourth quarter of 2008, and patient enrollment commenced in February 2009. The costs of conducting our human clinical trials to date have been borne by the HIV Vaccine Trials Network (HVTN), funded by the NIH, with GeoVax incurring costs associated with manufacturing the clinical vaccine candidates and other study support. HVTN will also bear the cost of conducting our Phase 2a human clinical study, but we cannot predict the level of support we will receive from HVTN for any additional clinical studies. Our clinical trials are also partially supported by an Integrated Preclinical/Clinical AIDS Vaccine Development (IPAVD) Grant from the NIH. The project period for the grant covers a five year period which commenced in October 2007, with an expected annual award of between \$3-4 million per year (approximately \$17 million in the aggregate). The grant is subject to annual renewal, with the latest grant award covering the period from October 2008 through August 2009. We intend to pursue additional grants from the federal government, but, as we progress to the later stages of our vaccine development activities, government financial support may become more difficult to obtain, or may not be available at all. It will, therefore, be necessary for us to look to other sources of funding in order to finance our development activities.

We anticipate incurring additional losses for several years as we expand our drug development and clinical trials and proceed into higher cost human clinical trials. Conducting clinical trials for our vaccine candidates and vaccine development is a lengthy, time-consuming and expensive process. We do not expect to generate product sales from our development efforts for several years. If we are unable to successfully develop and market pharmaceutical products over the next several years, our business, financial condition and results of operations may be adversely impacted.

**Accounting Policies and Estimates**

Management's discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, management evaluates its estimates and adjusts the estimates as necessary. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for management's judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from these estimates under different assumptions or conditions. Our significant accounting policies are summarized in Note 2 to our consolidated financial statements for the period ended December 31, 2008. We believe the following critical accounting policies affect our more significant assets and estimates used in the preparation of our consolidated financial statements:

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**Impairment of Long-Lived Assets.** Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future net cash flows expected to be generated by such assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the discounted expected future net cash flows from the assets.

**Revenue Recognition.** We recognize revenue in accordance with the SEC's Staff Accounting Bulletin No. 101, Revenue Recognition in Financial Statements, as amended by Staff Accounting Bulletin No. 104, Revenue Recognition, (SAB 104). SAB 104 provides guidance in applying U.S. generally accepted accounting principles to the recognition issues, and specifically addresses revenue recognition for upfront, nonrefundable fees incurred in connection with research collaboration agreements. Our revenue consists primarily of government revenue, which is recorded as income as the related costs are incurred.

**Stock-Based Compensation.** Effective January 1, 2006, we adopted Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payments (SFAS 123R), which requires the measurement and recognition of compensation expense for all share-based payments made to employees and directors based on estimated fair values on the grant date. SFAS 123R replaces SFAS 123, Accounting for Stock-Based Compensation, and supersedes Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees. We adopted SFAS 123R using the prospective application method which requires us to apply the provisions of SFAS 123R prospectively to new awards and to awards modified, amended, phased or cancelled after December 31, 2005. Awards granted after December 31, 2005 are valued at fair value in accordance with the provisions of SFAS 123R and recognized on a straight line basis over the service period of each award.

**Liquidity and Capital Resources**

As of March 31, 2009, we had cash and cash equivalents of \$1,970,971, as compared to \$2,191,180 and \$2,356,356 at December 31, 2008 and December 31, 2007, respectively. Working capital totaled \$2,237,473 at March 31, 2009, compared to \$2,455,412 and \$2,432,276 at December 31, 2008 and December 31, 2007, respectively.

**Sources and Uses of Cash.** We are a development-stage company and do not have any products approved for sale. Due to our significant research and development expenditures, we have not been profitable and have incurred operating losses since our inception in 2001. Our primary sources of cash are from sales of our equity securities and from government grant funding.

**Cash Flows from Operating Activities.** Net cash used in operating activities was \$460,209 and \$764,971 for the three month periods ended March 31, 2009 and 2008, respectively. Net cash used in operating activities was \$1,886,886, \$3,265,743 and \$1,327,941 for the years ended December 31, 2008, 2007 and 2006, respectively. Generally, the differences between years are due to fluctuations in our net losses which, in turn, result from variations in expenditures from our research activities, offset by net changes in our assets and liabilities. In September 2007, the NIH awarded us an Integrated Preclinical/Clinical AIDS Vaccine Development (IPVD) grant to support our HIV/AIDS vaccine program. The project period for the grant, which is renewable annually, covers a five year period which commenced October 2007, with an expected annual award of between \$4 million per year (approximately \$17 million in the aggregate). We are utilizing this funding to further our HIV/AIDS vaccine development, optimization, and production for human clinical trial testing. The funding we receive pursuant to this grant is recorded as revenue at the time the related expenditures are incurred, and thus generally offsets our net losses.

**Cash Flows from Investing Activities.** Our investing activities have consisted predominantly of capital expenditures. Capital expenditures for the three month periods ended March 31, 2009 and 2008 were \$0- and \$0, respectively. Capital expenditures for the years ended December 31, 2008, 2007 and 2006, were \$99,831, \$0, and \$69,466, respectively.

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*Cash Flows from Financing Activities.* Net cash provided by financing activities was \$240,000 and \$897,450 for the three month periods ended March 31, 2009 and 2008, respectively. Net cash provided by financing activities was \$2,668,541, \$3,167,950 and \$2,212,849 for the years ended December 31, 2008, 2007 and 2006, respectively. The cash generated by our financing activities generally relates to the sale of our common stock to mutual accredited investors and to Fusion Capital, offset by costs associated with our financing arrangement with Fusion Capital (see below).

In May 2008, we signed the Purchase Agreement with Fusion Capital which provides for the sale of up to \$100 million of shares of our common stock. In connection with this agreement, we filed a registration statement with the SEC covering the shares that have been issued or may be issued to Fusion Capital under the Purchase Agreement. The SEC declared effective the registration statement on July 1, 2008, and we have the right until July 1, 2010 to sell our shares of common stock to Fusion Capital from time to time in amounts ranging from \$80,000 to \$1 million per purchase transaction, depending on certain conditions as set forth in the Purchase Agreement. During 2008, we received \$500,000 from the sale of 3,709,964 shares of our common stock to Fusion Capital pursuant to this arrangement. From January 1 through April 30, 2009, we have received \$1,000,000 from the sale of 4,250,453 shares of our common stock to Fusion Capital.

We believe that our current working capital, combined with the proceeds from the IPCAVD grant awarded to us by the NIH and our anticipated use of the Purchase Agreement with Fusion Capital, will be sufficient to support our planned level of operations at least through March 31, 2010. The extent to which we rely on the Fusion Capital Purchase Agreement as a source of funding will depend on a number of factors, including the current trading market price of our common stock and the extent to which we can secure working capital from other sources if we choose to seek such other sources. Even if we are able to access the remainder of the full \$100 million under the Fusion Capital Purchase Agreement, we may still need additional capital to fully implement our business, operating and development plans. Should the financing we require to sustain our working capital needs be unavailable or prohibitively expensive when we require it, the consequences could be a material adverse effect on our business, operating results, financial condition and prospects. While we believe that we will be successful in obtaining the necessary financing to fund our operations through the Fusion Capital Purchase Agreement or through other sources, there can be no assurances that such additional funding will be available to us on reasonable terms or at all.

Our capital requirements, particularly as they relate to product research and development, have been and will continue to be significant. We intend to seek FDA approval of our products, which may take several years. We do not generate revenues from the sale of our products for at least several years, if at all. We will be dependent on obtaining financing from third parties in order to maintain our operations, including our clinical program. Due to the existing uncertainty in the capital and credit markets, and adverse regional and national economic conditions which may persist or worsen, capital may not be available on terms acceptable to the Company or at all. If we fail to obtain additional funding when needed, we would be forced to scale back or terminate our operations, or to seek to merge with or to be acquired by another company.

We have no off-balance sheet arrangements that are likely or reasonably likely to have a material effect on our financial condition or results of operations.

**Contractual Obligations**

As of March 31, 2009 and December 31, 2008, we had approximately \$298,800 and \$203,000, respectively, of recorded contractual commitments associated with our vaccine manufacturing activities, for services expected to be rendered to us during 2009. As of that date, we had no other firm purchase obligations or commitments for capital expenditures, no committed lines of credit or other committed funding or long-term debt, and no lease obligations (operating or capital). We have employment agreements with our senior management team, each of which may be terminated with 30 days advance notice. We have no other contractual obligations, with the exception of commitments which are contingent upon the occurrence of future events.

In July 2008, we signed a non-binding letter of intent for a joint collaboration and commercial license for the vaccine manufacturing technology owned by Vivalis S.A., a French biopharmaceutical company. Subsequent to the signing of the letter of intent, we paid a signing fee of approximately \$241,000 to Vivalis, and

execution of the final license agreement (expected to occur during the third quarter of 2009), we will incur a  
payment of approximately \$900,000 as our contribution to the joint development effort in 2009 and early



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development milestone fees are denominated in Euros, this estimate of our financial commitment is based on current exchange rates; the actual amounts will be greater or lesser, depending on the actual exchange rates at the time of each milestone achievement.

**Operating Loss Carryforward**

As of December 31, 2008, we had consolidated net operating loss carryforwards for income tax purposes of approximately \$70 million, which will expire in 2010 through 2028 if not utilized. Approximately \$59.7 million of net operating loss carryforwards relate to the operations of the Company (Dauphin Technology, Inc.) prior to the Merger. We also have research and development tax credits of \$355,000 available to reduce income taxes, which will expire in 2022 through 2027 if not utilized. The amount of net operating loss carryforwards and research and development tax credits available to reduce income taxes in any particular year may be limited in certain circumstances. Based on an assessment of all available evidence including, but not limited to, our limited operating history in our core business and lack of profitability, uncertainties of the commercial viability of our technology, the impact of government regulation and healthcare reform initiatives, and other risks normally associated with biotechnology companies, we have concluded that it is more likely than not that these net operating loss carryforwards and credits will not be realized and, as a result, a 100% deferred tax valuation allowance has been recorded against these assets.

**Results of Operations Three month periods ended March 31, 2009 and 2008**

**Loss**

We recorded a net loss of \$861,509 for the three months ended March 31, 2009 as compared to \$682,510 for the three months ended March 31, 2008. Our operating results will typically fluctuate due to the timing of expenses and related costs associated with our vaccine research and development activities and our general and administrative costs, as described in more detail below.

**Revenue**

We recorded grant revenues of \$710,155 and \$599,991 during the three month periods ended March 31, 2009 and 2008, respectively. During 2007, we were awarded an Integrated Preclinical/Clinical AIDS Vaccine Development (IPCAVD) grant by the NIH to support our HIV/AIDS vaccine program. The project period for the grant, which is renewable annually, covers a five year period which commenced October 2007, with an expected total award of between \$3 to \$4 million per year (approximately \$17 million in the aggregate). We are utilizing the grant to further our HIV/AIDS vaccine development, optimization and production. The grant is subject to annual renewal, with the latest grant award covering the period from September 2008 through August 2009. As of March 31, 2009, there is approximately \$2.4 million remaining from the current grant year's award. Assuming that remaining budgeted amounts under the grant are awarded annually to the Company, there is an additional \$1.6 million available through the grant for the remainder of the original five year project period (ending March 31, 2012).

**Research and Development**

Our research and development expenses were \$857,236 and \$603,478 during the three month periods ended March 31, 2009 and 2008, respectively. Research and development expenses vary considerably on a quarter-to-quarter basis, depending on our need for vaccine manufacturing and testing of manufactured vaccine by contract parties, and due to fluctuations in the timing of other external expenditures related to the NIH grant. Our research and development expense includes stock-based compensation expense of \$85,439 and \$37,917 for the three month periods ended March 31, 2009 and 2008 periods respectively (see discussion below). Our recently initiated Phase 2a clinical trial will be conducted and funded by the HVTN, but we are responsible for the manufacture of vaccine product to be used in the trial. We cannot predict the level of support we may receive from HVTN or other federal agencies (or contractors thereof) for our future clinical trials. We expect that our research and development costs will continue to increase in 2009 and beyond as we progress through the human clinical trial process leading up to possible regulatory approval by the FDA.

In July 2008, we signed a letter of intent with Vivalis S.A., a French biopharmaceutical company, for joint development and license of Vivalis' proprietary EBx® technology. The letter of intent contemplates development and commercialization of a vaccine process using the EBx® technology to manufacture the MVA component of the GeoVax HIV-1 vaccine.

s vaccine manufacturing technology is based on a duck embryonic stem cell substrate platform, providing continuous growth from a fully characterized frozen cell bank without necessitating fertilized embryo extraction processing, as with present chicken cell based technologies. Furthermore, the EB66® cell line can be grown

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tion (without the cells attached to the surface of the growth vessel) and can be scaled up for growth in giant reactors (a cutting edge industrial method) for large scale production of the MVA viral vaccine. We expect the agreement with Vivalis to be executed during the third quarter of 2009. After execution of this agreement, we expect to incur between \$1.5 and \$2.0 million in costs associated with development of this vaccine manufacturing technology during 2009 and early 2010.

**General and Administrative Expense**

During the three month period ended March 31, 2009, we incurred general and administrative costs of \$705,642, as compared to \$705,642 during the three month period ended March 31, 2008. General and administrative costs include officers' salaries, legal and accounting costs, patent costs, amortization expense related to intangible assets, and other general corporate expenses. General and administrative expense also includes stock-based compensation expense of \$303,381 and \$360,679 and for the 2009 and 2008 periods respectively (see discussion below). We expect that our general and administrative costs will increase in the future due to the support of expanded research and development activities.

**Stock-Based Compensation Expense**

During the three month periods ended March 31, 2009 and 2008, we recorded total stock-based compensation expense of \$388,820 and \$398,596, respectively, which is included in research and development expense, or general and administrative expense according to the classification of cash compensation paid to our employees, directors or consultants to whom the stock compensation awards were granted. Stock-based compensation expense is calculated and recorded in accordance with the provisions of SFAS 123R. We adopted SFAS 123R using the prospective application method which requires us to apply its provisions prospectively to new awards granted after December 31, 2005. Awards granted after December 31, 2005 are valued at fair value in accordance with the provisions of SFAS 123R and recognized on a straight line basis over the service periods of each award. As of March 31, 2009, there was \$1,461,503 of unrecognized stock-based compensation expense related to stock-based compensation arrangements.

**Interest Income**

Interest income for the three month periods ended March 31, 2009 and 2008 was \$9,387 and \$26,619, respectively. The variances between periods are primarily attributable to the incremental cash balances available for investment during each respective period as well as the prevailing interest rates available from our financial institutions.

**Losses of Operations - Years ended December 31, 2008, 2007 and 2006**

We recorded net losses of \$3,728,187, \$4,241,796 and \$584,166 for the years ended December 31, 2008, 2007 and 2006, respectively.

**Revenue**

We recorded grant revenues of \$2,910,170 in 2008, \$237,004 in 2007 and \$852,905 in 2006. Grant revenue recorded during 2006 relates to projects covered by grants from the National Institutes of Health issued to Emory University and subcontracted to us pursuant to collaborative arrangements with Emory University; the activities related to these grants were completed during 2006. As of December 31, 2008, there was approximately \$1.5 million remaining under the current year's award under the IPCAVD grant by the NIH and carryovers from the prior year award.

**Research and Development**

Our research and development expenses were \$3,741,489 in 2008, \$1,757,125 in 2007 and \$665,863 in 2006. Research and development expenses vary considerably on a period-to-period basis, primarily depending on our activities for vaccine manufacturing and testing of manufactured vaccine by third parties. Research and development expense includes stock-based compensation expense of \$494,041, \$284,113 and \$-0- for 2008, 2007 and 2006, respectively (see discussion below). Research and development costs increased during the 2007 and 2008 periods as a direct result of spending associated with the NIH grant discussed above, and due to costs associated with our vaccine manufacturing activities in preparation for commencement of Phase 2 clinical testing, as well as the hiring of new scientific personnel.



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In July 2008, we signed a letter of intent with Vivalis S.A., a French biopharmaceutical company, for joint development and license of Vivalis' proprietary EBx<sup>®</sup> technology. The letter of intent contemplates development of a process using the EBx<sup>®</sup> technology to manufacture the MVA component of the GeoVax HIV-1 vaccine. This vaccine manufacturing technology is based on a duck embryonic stem cell substrate platform, providing continuous growth from a fully characterized frozen cell bank without necessitating fertilized embryo extraction and processing, as with present chicken cell based technologies. Furthermore, the EB66<sup>®</sup> cell line can be grown in suspension (without the cells attached to the surface of the growth vessel) and can be scaled up for growth in giant bioreactors (a cutting edge industrial method) for large scale production of the MVA viral vaccine. We expect the agreement with Vivalis to be executed during the third quarter of 2009. Subsequent to execution of this agreement, we expect to incur substantial costs associated with development of this vaccine manufacturing technology, with preliminary cost estimates ranging from \$1.5 to \$2.0 million during 2009 and early 2010.

**General and Administrative Expense**

Our general and administrative expenses were \$2,970,068 in 2008, \$2,784,182 in 2007 and \$843,335 in 2006. General and administrative costs substantially increased during the three-year period ending December 31, 2007 primarily as a result of the Company becoming a publicly-traded entity subsequent to the merger of GeoVax Labs, Inc. and GeoVax, Inc. in September 2006. These higher costs include, among other things, the costs of an expanded management team (including the engagement of our Chief Financial Officer in October 2006 and our Vice President in January 2007), a newly instituted investor relations program, costs associated with an expanded Board of Directors, costs associated with our efforts to comply with the Sarbanes-Oxley Act of 2002, increased legal and accounting fees associated with compliance with securities laws. General and administrative expense includes stock-based compensation expense of \$1,525,008, \$1,234,380 and \$0- for 2008, 2007 and 2006, respectively (see discussion below).

**Stock-Based Compensation Expense**

During 2008, we recorded total stock-based compensation expense of \$2,019,049, which was allocated to research and development expense (\$494,041), or general and administrative expense (\$1,525,008) according to the classification of cash compensation paid to the employee, consultant or director to whom the stock compensation was granted. During 2007, we recorded total stock-based compensation expense of \$1,518,496, of which \$284,113 was allocated to research and development expense and \$1,234,380 was allocated to general and administrative expense. No stock-based compensation expense was recorded during 2006. We did not grant or record any share-based compensation during 2006, thus no expense was recorded during for that year.

**Interest Income**

Interest income was \$73,200 in 2008, \$62,507 in 2007 and \$72,127 in 2006. The variances between years are primarily attributable to the cash available for investment, which totaled \$2,191,180 at December 31, 2008, \$1,335,356 at December 31, 2007 and \$2,088,149 at December 31, 2006.

**Effect of Inflation**

Over the three-year period ending December 31, 2008, we do not believe that inflation and changing prices had a material impact on our operations or on our financial results.

**Off-Balance Sheet Arrangements**

We have not entered into off-balance sheet financing arrangements, other than operating leases.

**Quantitative and Qualitative Disclosures about Market Risk**

Our exposure to market risk is limited primarily to interest income sensitivity, which is affected by changes in the general level of United States interest rates, particularly because a significant portion of our investments are in short-term debt securities issued by the U.S. government and institutional money market funds. The primary objective of our investment activities is to preserve principal while at the same time maximizing the income earned without significantly increasing risk. Due to the nature of our short-term investments, we believe that we are not subject to any material market risk exposure. We do not have any derivative financial instruments or foreign currency instruments.

**Table of Contents****DIRECTORS AND EXECUTIVE OFFICERS**

The following table sets forth certain information with respect to our directors and executive officers.

	<b>Age</b>	<b>Current Position</b>
<b>David G. Hildebrand</b>	68	Chairman of the Board of Directors
<b>Drew J. Kandalepas</b>	57	Senior Vice President and Director
<b>John G. Kollintzas*</b>	36	Director
<b>Robert T. McNally, Ph.D.</b>	61	President and Chief Executive Officer, Director
<b>William W. Reynolds</b>	47	Chief Financial Officer and Corporate Secretary
<b>Robert L. Robinson, Ph.D.</b>	71	Senior Vice President, Research & Development, Director
<b>William J. Spencer, Jr.*</b>	68	Director
<b>Michael M. Tsolinas*</b>	73	Director

Member of the  
Audit  
Committee and  
the  
Compensation  
Committee of  
the Board of  
Directors.

**David G. Hildebrand.** Mr. Hildebrand joined the Board of Directors as Chairman and became our President and Chief Executive Officer upon consummation of the merger with GeoVax, Inc. in September 2006. Effective April 1, 2008, upon the appointment of Dr. Robert McNally as our President and Chief Executive Officer, Mr. Hildebrand executed a consulting agreement with the Company and remained as Chairman of the Board. Mr. Hildebrand is a founder of GeoVax, Inc., our wholly-owned subsidiary, and has served as a member of its Board of Directors since June 2001. Prior to founding GeoVax, Mr. Hildebrand was North American President and Chief Executive Officer of Rhone Merieux, Inc., a subsidiary of Rhone Merieux, S.A., a world leader in the pharmaceutical and animal health industries. In 1997, Mr. Hildebrand also became Global Vice President of Pharmacia Limited, a position that he held until retiring in 2000. Mr. Hildebrand received his BS in microbiology from the University of Wisconsin.

**Drew J. Kandalepas.** Mr. Kandalepas was Chairman of the Board, President and Chief Executive Officer of Pharmacia Technology from 1995 until the merger with GeoVax, Inc. in September 2006, at which time he assumed the position of Senior Vice President and remained a director of the Company. Mr. Kandalepas has a varied 15-year career as an entrepreneur and executive manager. Mr. Kandalepas earned his Electronics Engineering degree from DeVry Institute of Technology.

**John G. Kollintzas.** Mr. Kollintzas joined the Board of Directors upon consummation of the merger with GeoVax, Inc. in September 2006. Since 2001, Mr. Kollintzas has been an Intellectual Property attorney specializing in biotechnology and pharmaceutical licensing, FDA regulation, and corporate/international transactions. Mr. Kollintzas received a Microbiology degree from the University of Illinois and a J.D. from the University of Wisconsin Law Center. He is a member of the Wisconsin and American Bar Associations.

**Robert T. McNally, Ph.D.** Dr. McNally joined the Board of Directors in December 2006 and was appointed as President and Chief Executive Officer effective April 1, 2008. From 2000 to March 2008, Dr. McNally served as Chief Executive Officer of Cell Dynamics LLC, a cGMP laboratory services company. Previously, Dr. McNally was Senior Vice President of Clinical Research for CryoLife, Inc., a pioneering company in the field of transplantable human tissues. Dr. McNally is a Fellow of the American Institute for Medical and Biological Research, serves on the advisory boards of the Petit Institute for Bioengineering and Dupree College of Engineering at the Georgia Institute of Technology, and is a past Chairman of Georgia Bio, a trade association. Dr. McNally graduated with a Ph.D. in Biomedical Engineering from the University of Pennsylvania.

**Mark W. Reynolds, CPA.** Mr. Reynolds joined the Company in October 2006 as Chief Financial Officer and Corporate Secretary. From 2003 to 2006, before being named Chief Financial Officer of GeoVax Labs, Inc., Reynolds provided financial and accounting services to GeoVax, Inc. as an independent contractor. From to the present, Mr. Reynolds has served as Chief Financial Officer for HealthWatchSystems, Inc. a publicly-held company in the consumer healthcare industry, a position which he continues to hold. From 2004 to he served as Chief Financial Officer for Duska Therapeutics, Inc., a publicly-held biotechnology company. From 1988 to 2002, Mr. Reynolds was first Controller and later Chief Financial Officer and Corporate Secretary of tRx Corporation, a



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privately-held biopharmaceutical company. Mr. Reynolds began his career as an auditor with Arthur Andersen & Co. from 1985 to 1988. He is a certified public accountant and earned a Masters of Accountancy degree from the University of Georgia.

**Dr. Latham Robinson, Ph.D.** Dr. Robinson joined the Company as Senior Vice President, Research and Development on a part-time basis in November 2007 and on a full-time basis in February 2008, and was elected to the Board of Directors in June 2008. She is a co-founder of GeoVax, Inc. and has served as Chief of its Scientific Advisory Board since formation of the company in 2001. From 1999 to February 2008, Dr. Robinson served as a Griggs Candler Professor of Microbiology and Immunology at Emory University in Atlanta, Georgia, and from 1998 to February 2008 as Chief, Division of Microbiology and Immunology, Yerkes National Primate Research Center and Professor at the Emory University School of Medicine. She was Professor, Dept. of Microbiology & Immunology at the University of Massachusetts Medical Center from 1988 to 1997 and Staff, then Senior, then Principal Scientist at the University of Massachusetts Worcester Foundation for Experimental Biology from 1977 to 1987. She was also a National Science Foundation Postdoctoral Fellow at the Virus Laboratory, University of California, Berkeley, in Berkeley, California from 1965 to 1967. Dr. Robinson has a B.A degree from Swarthmore College and M.S. and Ph.D. degrees from the Massachusetts Institute of Technology.

**Mr. Jack N. (Jack) Spencer, Jr., CPA.** Mr. Spencer joined the Board of Directors upon consummation of the merger with GeoVax, Inc. in September 2006. Mr. Spencer is a certified public accountant and was a partner of PricewaterhouseCoopers & Young where he spent more than 38 years until he retired in 2000. Mr. Spencer serves as a director of a number of privately held companies. He also serves as a consultant to various companies primarily relating to financial accounting and reporting matters. Mr. Spencer received a BS degree from Syracuse University, and he also received an MBA degree from Babson College. He also attended the Harvard Business School Advanced Management Program.

**Mr. M. Tsolinas.** Mr. Tsolinas joined the Board of Directors in August 2008. In 1981, Mr. Tsolinas founded Group Development Corp., a Chicago based real estate, architectural and development firm, and he currently serves as its Chairman and CEO, a position he has held since its formation. Mr. Tsolinas has a varied professional background of more than 45 years as an architect and real estate developer. Mr. Tsolinas attended the University of Illinois where he received a Bachelor of Architecture degree.

**Director Independence**

The Board of Directors has determined that Dean Kollintzas, John Spencer and Peter Tsolinas are the members of the Board of Directors who are independent, as that term is defined by Section 301(3)(B) of the Sarbanes-Oxley Act of 2002. The Board of Directors has also determined that these three individuals meet the definition of independent set forth in NASDAQ Rule 5605 (formerly Rule 4200), which is part of its listing standards. As independent directors, Mr. Kollintzas, Mr. Spencer and Mr. Tsolinas serve as the members of our Audit and Compensation Committees. Prior to his appointment as our President and Chief Executive Officer in August 2008, Dr. McNally was also an independent director and served as a member of our Audit and Compensation Committees.

**COMPENSATION DISCUSSION AND ANALYSIS****Executive Summary**

In the paragraphs that follow, the Compensation Committee provides an overview and analysis of our compensation program and policies, the material compensation decisions made under those programs and policies with respect to our executive officers, and the material factors considered in making those decisions.

The Compensation Committee reviews, analyzes and approves the compensation of our senior executive officers, including the Named Executive Officers listed in the tables set forth following this Compensation Discussion and Analysis. The Named Executive Officers for 2008 include the two individuals who held the office of chief executive officer, our chief financial officer, and the two other executive officers whose total compensation for 2008 exceeded \$100,000, calculated in accordance with the rules and regulations of the SEC. The Named Executive Officers for 2008 are:

Robert McNally, President and Chief Executive Officer





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Donald Hildebrand, former President and Chief Executive Officer

Andrew Kandalepas, Senior Vice-President

Mark Reynolds, Chief Financial Officer

Barriett Robinson, Senior Vice-President, Research and Development

The tables that follow this Compensation Discussion and Analysis contain specific data about the compensation earned or paid in 2008 to the Named Executive Officers. The discussion below is intended to help you understand the detailed information provided in the compensation tables and put that information into context of our overall compensation program.

**Objectives of Our Compensation Program**

In general, we operate in a marketplace where competition for talented executives is significant. The pharmaceutical industry is highly competitive and includes companies with far greater resources than ours. We are engaged in the long-term development of drug candidates, without the benefit of significant current revenues, therefore our operations involve a high degree of risk and uncertainty. This level of risk and uncertainty may make it difficult to retain talented executives. Nevertheless, continuity of personnel across multi-disciplinary functions is a critical success factor to our business. Furthermore, since we have relatively few employees, each employee performs a broad scope of functions, and there is very little redundancy in skills.

The objectives of our compensation program for our executive officers and other employees are to provide competitive cash compensation, health, and retirement benefits as well as long-term equity incentives that offer significant reward potential for the risks assumed and for each individual's contribution to our long-term performance. Individual performance is measured subjectively against overall corporate goals, scientific innovation, regulatory compliance, new business development, employee development, and other values designed to create a culture of high performance. These policies and practices are based on the principle that total compensation should serve to attract and retain those executives and employees critical to our overall success and designed to reward executives for their contributions toward business performance that enhances stockholder

**Role of the Compensation Committee**

The Compensation Committee assists our Board in discharging its responsibilities relating to compensation of executive officers. As such, the Compensation Committee has responsibility over matters relating to the fair and competitive compensation of our executives, employees and directors (only non-employee directors are compensated as such) as well as matters relating to all other benefit plans. Each of the members of our Compensation Committee is independent in accordance with the criteria of independence set forth in Section 301(3)(B) of the Sarbanes-Oxley Act of 2002. We believe that their independence from management enables the Compensation Committee members to provide unbiased consideration of various elements that could be included in an executive compensation program and apply independent judgment about which elements and how best to achieve our compensation objectives. With regard to executive compensation, the Compensation Committee is charged specifically with annually reviewing and determining the compensation of our Chief Executive Officer. With regard to our other executive officers, the Compensation Committee reviews, at least annually, recommendations from our Chief Executive Officer and acts on his recommendations as appropriate. The Compensation Committee also approves a pool of stock options to be granted as recommended by the Chief Executive Officer to our employees (including other executive officers) and the Board of Directors approves the grant of such options.

**Elements of Compensation**

To achieve the objectives described above, the three primary compensation elements used for executive officers are base salary, cash bonus, and stock option awards. We believe that these three elements are the most effective combination in motivating and retaining our executive officers at this stage in our development.

*e Salary.* Our philosophy is to maintain executive base salary at a competitive level sufficient to recruit and individuals possessing the skills and capabilities necessary to achieve our goals over the long term. Base s provide our executive officers with a degree of financial certainty and stability and also reward individual ements and contributions. Each individual s base salary is determined after considering a variety of factors

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ing prospective value to us, the knowledge, experience, and accomplishments of the individual and the individual's level of responsibility.

**Cash Bonus.** Annual cash incentive awards motivate our executives to contribute toward the achievement of corporate goals and objectives. Generally, every staff member is eligible to earn an annual cash incentive award, providing alignment and pay-for-performance at all levels of the organization. The Company currently does not have a formalized cash incentive award plan, and awards are based on the subjective recommendation of the President & CEO and on the Compensation Committee's judgment.

**Stock Option Awards.** Stock option awards are a fundamental element in our executive compensation program as they emphasize our long-term performance, as measured by creation of stockholder value, and align the interests of our stockholders and management. In addition, the Compensation Committee believes they are crucial to our competitive compensation program for executive officers, and they act as a powerful retention tool. In our early pre-commercial state, we view the Company as still facing a significant level of risk, but with the potential for a high upside, and therefore we believe that stock incentive awards are appropriate for executive officers. Awards are provided through initial grants at or near the date of hire and through subsequent periodic grants. The initial grant is designed for the level of the job that the executive holds and is designed to motivate the executive to make the kind of decisions and implement strategies and programs that will contribute to an increase in stock price over time. Periodic additional stock option awards may be granted to reflect the executive's ongoing contributions to the Company, to create an incentive to remain at the Company, and to provide a long-term incentive to achieve or exceed our corporate goals and objectives. The Company currently does not have a formula for determining stock option awards; and awards are generally based on the subjective recommendation of the President & CEO and on the Compensation Committee's judgment.

**Timing of Annual Awards**

In order to assess the performance of a full calendar year, annual cash bonus and stock option awards are typically determined in December of the each year. We do not currently have any program, plan or practice in place to time stock option grants to our executives or other employees in coordination with the release of material non-public information.

**Accounting and Tax Considerations**

The accounting and tax treatment of compensation generally has not been a factor in determining the amounts of compensation for the Company's executive officers. Section 162(m) of the Internal Revenue Code of 1986, as amended, limits tax deductions of public companies for compensation paid to certain executive officers in excess of \$1 million. The Compensation Committee considers the impact of Section 162(m) on its compensation decisions, but has no formal policy to structure executive compensation so that it complies with the requirements of Section 162(m). In general, stock options granted under the Company's 2006 Equity Incentive Plan (the "Plan") are intended to qualify under and comply with the performance based compensation exemption provided under Section 162(m) thus excluding from the Section 162(m) compensation limitation any income recognized by executives at the time of exercise of such stock options.

Statement of Financial Accounting Standards No. 123(R), Share-Based Payment (FAS 123(R)) requires us to recognize an expense for the fair value of equity-based compensation awards. Grants of stock options under our equity incentive award plans are accounted for under FAS 123(R). The Compensation Committee considers the accounting implications of significant compensation decisions, especially in connection with decisions that relate to equity incentive award plans, but has no formal policy to structure executive compensation to align accounting expenses of our equity awards with our overall executive compensation philosophy and objectives.

**Setting Executive Compensation**

Historically, we have not used a quantitative method or mathematical formulas exclusively in setting any amount of executive compensation. We use discretion, guided in large part by the concept of pay for performance, and

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When considering all elements of an executive's compensation package when setting each portion of compensation, there is no pre-established policy or target for the allocation between cash and equity incentive compensation. When determining compensation for a new executive officer, factors taken into consideration are the individual's skills, background and experience, the individual's past and potential future impact on our short- and long-term success, and competitive information from industry-specific sources, and possibly from other executive candidates interviewed during the recruitment process. We will generally make a grant of stock options when an executive officer joins us. Options are granted at no less than 100% of the fair market value on the date of grant. In determining the size of a stock option grant to an executive officer, we consider company performance, competitive data, and the individual's scope of responsibility and continuing performance. Most importantly, since the stock option grant is meant to be a retention tool, we consider the importance to the holders of that person's continued service. Stock option grants to executives will generally vest over a period of three to five years.

The Compensation Committee annually reviews and determines the compensation for our Chief Executive Officer. Each year recommendations for the compensation for other executive officers (other than himself) are made by the Chief Executive Officer and are reviewed with the Committee and modified where appropriate. As part of its executive compensation review conducted annually in December, the Committee reviews a tally sheet setting forth all components of total compensation to our CEO, our Named Executive Officers and all other executive officers. The tally sheet includes current and proposed base salary, proposed annual cash incentive awards and stock options as well as proposed stock option awards. These tools are employed by the Committee as a useful check on total compensation and are considered important because the Committee's decisions are usually made on a program-by-program basis and in the context of the program being considered. These tools show the effect of compensation decisions made over time on the total annual compensation to a Named Executive Officer and allow the Committee to review historical amounts for comparative purposes.

**Executive Compensation**

In making its judgment of the skills, experience, responsibilities, achievements and historical compensation of each Named Executive Officer, the Committee established their salaries for 2008 at its meeting in November 2007. At its meeting in December 2008, the Committee considered the same factors in determining the amount of cash bonuses, stock option grants and salary increases for 2009.

In its deliberations on executive compensation at its meeting in December 2008, the Committee considered and approved the recommendation from Dr. McNally that none of the Named Executive Officers receive a cash bonus for 2008 and that no salary increases would be effective for 2009, except as related to Mr. Reynolds with respect to a proportionate increase relative to his time commitment to the business of the Company. Although the Committee believes the Company made substantial progress in several areas during 2008, and that each of the Named Executive Officers contributed significantly to this progress, the Committee also gave consideration to the current economic environment with regard to the Company's ability to efficiently raise capital, and therefore to the Company's need to conserve its cash resources. This decision by the Committee did not impact the awarding of cash bonuses and salary increases to the Company's non-executive employees. Other considerations specific to each of the individual Named Executive Officers are described below.

**Wald Hildebrand.** Mr. Hildebrand retired as our President and Chief Executive Officer effective April 1, 2008 and was succeeded by Robert T. McNally, Ph.D. In order to assist with the transition of certain duties to Dr. McNally, Mr. Hildebrand entered into a Consulting Agreement with us on March 20, 2008. Mr. Hildebrand remained as Chairman of the Board. Mr. Hildebrand did not receive any cash bonuses or stock option grants for 2008. See Summary Compensation Table and Certain Relationships and Related Party Transactions for additional information on the Consulting Agreement with Mr. Hildebrand. During 2008, the Company extended the exercise period of 8,895,630 stock options held by Mr. Hildebrand see Stock Option Extensions below.

**Robert McNally.** On March 20, 2008, we entered into an Employment Agreement with Dr. McNally to become our new President and Chief Executive Officer effective April 1, 2008 upon Mr. Hildebrand's retirement. Dr. McNally's annual compensation was initially set at \$200,000 determined, in part, by the transitional role Mr. Hildebrand provided through his consulting arrangement. On June 17, 2008, at its first meeting after



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office, and upon his re-appointment to the office subsequent to the Annual Meeting of Stockholders, the Compensation Committee increased Dr. McNally's annual salary to \$250,000 and granted a stock option contract for 2,400,000 shares at an exercise price of \$0.17 per share. These changes were based on the Committee's subjective judgment of the value being provided by Dr. McNally and to provide an appropriate long-term incentive for him. In determining Dr. McNally's compensation adjustments, the Compensation Committee considered the relative level of other Company executives' pay, and the amount of outstanding stock options previously awarded to Dr. McNally in consideration for service as an outside Board member prior to his employment by the Company as President and Chief Executive Officer. In December 2008, the Board awarded Dr. McNally an additional stock option grant for 500,000 shares at an exercise price of \$0.11 per share. Dr. McNally received no cash bonuses during 2008.

*Drew Kandalepas.* Mr. Kandalepas serves as our Senior Vice President pursuant to an employment agreement executed in February 2007. During 2008 he received a base salary of \$225,000. In December 2008, the Board awarded Mr. Kandalepas a stock option grant for 500,000 shares at an exercise price of \$0.11 per share. Mr. Kandalepas received no cash bonuses during 2008.

*Mark Reynolds.* Mr. Reynolds serves as our Chief Financial Officer pursuant to an employment agreement executed in February, 2008. Pursuant to this agreement, Mr. Reynolds provides services to the Company on a full-time basis and was paid a salary of \$115,000 during 2008. Prior to entering in the employment agreement, Mr. Reynolds was paid a monthly retainer of \$750 plus a fee of \$145 per hour. In December 2008, the Board awarded Mr. Reynolds a stock option grant for 500,000 shares at an exercise price of \$0.11 per share. Mr. Reynolds received no cash bonuses during 2008.

*Barriett Robinson.* Dr. Robinson serves as our Senior Vice President - Research and Development pursuant to an employment agreement executed in November, 2008. Pursuant to this agreement, Dr. Robinson is paid an annual salary of \$250,000. In December 2008, the Board awarded Dr. Robinson a stock option grant for 500,000 shares at an exercise price of \$0.11 per share. Dr. Robinson received no cash bonuses during 2008. During 2008, the Company extended the exercise period of 8,895,630 stock options held by Dr. Robinson - see "Stock Option Extensions" below.

*Stock Option Extensions.* On June 17, 2008, the Company extended the exercise period of stock options previously granted in prior years to Mr. Hildebrand and Dr. Robinson. These stock options were originally granted with an exercise period of 5-7 years and were to expire beginning in 2009. The extensions were made to adjust the exercise period to 10 years from the original grant date. The extensions did not affect the vesting schedule of the stock options. All were originally granted with a 3-year vesting schedule and were fully vested at the time of the extensions. The Committee's decision to grant these extensions was based primarily on two factors: (1) the Company's current practice is to grant employee stock options with a 10 year exercise period; the terms of the affected grants were inconsistent with current practice.

The imminent expiration dates, together with the beneficial exercise prices in comparison to the prevailing market price of the Company's stock may have created pressure for the individual to exercise the stock option prematurely and to sell the underlying shares in a manner that may be inconsistent with the interests of the Company and its stockholders.

The Committee considered the impact of these extensions on all affected employees and gave no preferential treatment or consideration to the Company's executive officers. In addition to Mr. Hildebrand and Dr. Robinson, other non-executive employees were also granted extensions.

**Benefits Provided to Executive Officers**

The Company provides our executive officers with certain benefits that the Compensation Committee believes are reasonable and consistent with our overall compensation program. The Compensation Committee will periodically review the levels of benefits provided to our executive officers.

Prior to his retirement effective April 1, 2008, Mr. Hildebrand received reimbursement of periodic commuting expenses and temporary living expenses for travel between our offices in Atlanta, Georgia and Mr. Hildebrand's home in Athens, Georgia. Mr. Hildebrand is reimbursed for medical and dental insurance costs per his consulting

ment.



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Mr. McNally, Mr. Kandalepas, Mr. Reynolds and Dr. Robinson are eligible for health insurance and 401(k) plans at the same level and subject to the same conditions as provided to all other employees. The amounts shown in the Summary Compensation Table under the heading "All Other Compensation" represent the value of the Company's matching contributions to the executive officers' 401(k) accounts. Executive officers did not receive other perquisites or other personal benefits or property from the Company or any other source.

**Summary Compensation Table**

The following table sets forth information concerning the compensation earned during the fiscal years ended December 31, 2008, 2007 and 2006 by each person who served as our Chief Executive Officer, and by our Chief Financial Officer and Senior Vice Presidents (collectively, our "Named Executive Officers").

Name and Principal Position	Year	Salary	Bonus	Stock Awards	(3) Option Awards	(4) All Other Compensation	Total (\$)
		(\$)	(\$)	(\$)	(\$)	(\$)	
Mr. T. McNally	2008	\$175,000	\$	\$	\$203,351	\$1,250	\$ 379,601
President & Executive Officer	2007						
	2006						
Mr. D. G. Brand (2)	2008	90,000			237,468	1,521	328,989
Senior President & Executive Officer	2007	252,577				3,375	255,952
	2006	57,500	50,000			574	108,074
Mr. W. Reynolds	2008	120,740			261,920		382,660
Chief Financial Officer	2007	92,102	10,000		190,324		292,426
	2006	13,192	2,000				15,192
Mr. W. J. Kandalepas	2008	225,000			238,592		463,592
Senior Vice President	2007	205,288	10,000		188,380		403,668
	2006	173,467		2,400,000			2,573,467
Dr. L. Robinson	2008	234,375			159,352	313	394,040
President, Research and Development	2007						
	2006						
Mr. T. McNally became our President and Chief Executive							

fficer effective  
pril 1, 2008.  
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ounts above  
flect amounts  
aid to, or  
rned by,  
r. McNally  
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Director  
mpensation ).  
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cluded from  
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rvice on our  
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\$6,773 of  
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atement  
urposes related  
stock options  
anted for  
rvice on our  
oard of  
irectors. At no  
me did  
r. McNally

ceive  
 compensation  
 for service as  
 both our  
 president and  
 chief Executive  
 officer and as a  
 member of our  
 board of  
 directors at the  
 same time.

Mr. Hildebrand  
 retired as our  
 president and  
 chief Executive  
 officer effective  
 April 1, 2008.

The salary  
 amounts shown  
 above reflect  
 amounts paid to,  
 earned by,

Mr. Hildebrand  
 through that  
 date.

Subsequent to  
 his retirement,  
 Mr. Hildebrand  
 has been paid  
 for services as  
 chairman of our  
 board of

directors and  
 pursuant to a  
 consulting  
 arrangement;  
 these amounts

are not included  
 in the Director  
 compensation  
 table. Such  
 amounts

are included from  
 the table above  
 and include \$22,500  
 cash  
 compensation

received for  
 service on our  
 board of

Directors and  
\$4,000 of cash  
compensation  
received  
pursuant to the  
consulting  
arrangement. At  
no time did  
Mr. Hildebrand  
receive  
compensation  
for service as  
both our  
President and  
Chief Executive  
Officer and as a  
member of our  
board of  
Directors at the  
same time.

Amounts shown  
in the Option  
Award  
columns  
present the  
dollar amount  
recognized for  
financial  
statement  
reporting  
purposes for  
payments made in  
the current and  
previous fiscal  
years, calculated  
pursuant to the  
provisions of  
financial  
accounting  
standards Board  
Statement of  
Financial  
Accounting  
standards  
No. 123 (revised  
2004),  
Share-Based  
Payment. For a  
discussion of  
the various

assumptions  
made and  
methods used  
for determining  
such amounts,  
see footnotes 2  
and 7 to our  
2008  
consolidated  
financial  
statements. For  
2008, the  
amounts  
reported for  
Mr. Hildebrand  
and  
Mr. Robinson  
include  
237,468 and  
58,720,  
respectively,  
related to the  
extension of the  
exercise period  
of stock options  
granted in prior  
years. These  
stock options  
were originally  
granted with an  
exercise period  
of 5-7 years and  
were to expire  
beginning in  
2009. The  
extensions were  
made to adjust  
the exercise  
period to  
10 years from  
the original  
grant date,  
consistent with  
the current stock  
option grant  
policies of the  
company. The  
extensions did  
not affect the  
vesting schedule  
of the grants; all

were originally  
granted with a  
three-year vesting  
schedule and  
were fully  
vested at the  
end of the  
three-year  
period.

Amounts shown  
in the "All Other  
Compensation"  
column  
represent  
employer  
contributions to  
the Company's  
401(k)  
retirement plan.

**Table of Contents****Employment Agreement with Robert McNally**

On March 20, 2008, GeoVax entered into an Employment Agreement with Robert T. McNally, Ph.D. to serve as our President and Chief Executive Officer effective April 1, 2008. The Employment Agreement has no specified term. The Employment Agreement provided for an initial annual salary of \$200,000 to Dr. McNally, which was increased to \$250,000 by the Compensation Committee and the Board in June 2008. The Board of Directors may also recommend the payment of a discretionary bonus annually. Dr. McNally is eligible for grants of awards from the GeoVax Labs, Inc. 2006 Equity Incentive Plan and is entitled to participate in any and all benefits in effect from time-to-time for employees generally. We may terminate the Employment Agreement, with or without cause. If we terminate the Employment Agreement without cause, we will be required to give Dr. McNally at least 60 days prior notice of the termination. In the event of termination not for cause, Dr. McNally will be entitled to one week of severance pay for each full year of service as President and Chief Executive Officer (\$4,808 if terminated in fiscal 2009, paid as salary continuance). Dr. McNally may terminate the Employment Agreement at any time by giving us 60 days notice. In that event, he would not receive severance.

**Employment Agreement with Mark Reynolds**

On February 1, 2008, GeoVax entered into an amended and restated Employment Agreement with Mark W. Reynolds, our Chief Financial Officer. The Employment Agreement has no specified term. The Employment Agreement provided for an initial annual salary of \$115,000 to Mr. Reynolds, which was increased to \$150,000 by the Compensation Committee and the Board effective January 1, 2009, commensurate with the increased time commitment provided by Mr. Reynolds. The Board of Directors may also recommend the payment of a discretionary bonus annually. Mr. Reynolds is eligible for grants of awards from the GeoVax Labs, Inc. 2006 Equity Incentive Plan and is entitled to participate in any and all benefits in effect from time-to-time for employees generally. We may terminate the Employment Agreement, with or without cause. If we terminate the Employment Agreement without cause, we will be required to give Mr. Reynolds at least 60 days prior notice of termination. In the event of termination not for cause, Mr. Reynolds will be entitled to one week of severance pay for each full year of service as Chief Financial Officer (\$8,654 if terminated in fiscal 2009, paid as salary continuance). Mr. Reynolds may terminate the Employment Agreement at any time by giving us 60 days notice. In that event, he would not receive severance.

**Employment Agreement with Andrew Kandalepas**

On February 1, 2007, GeoVax entered into an Employment Agreement with Andrew Kandalepas, our Senior Vice President. The Employment Agreement has no specified term. The Employment Agreement provided for an initial annual salary of \$210,000 to Mr. Kandalepas, which has subsequently been adjusted by the Compensation Committee and the Board (currently \$225,000). The Board of Directors may also recommend the payment of a discretionary bonus annually. Mr. Kandalepas is eligible for grants of awards from the GeoVax Labs, Inc. 2006 Equity Incentive Plan and is entitled to participate in any and all benefits in effect from time-to-time for employees generally. We may terminate the Employment Agreement, with or without cause. If we terminate the Employment Agreement without cause, we will be required to give Mr. Kandalepas at least 60 days prior notice of termination. In the event of termination not for cause, Mr. Kandalepas will be entitled to one week of severance pay for each full year of service as Senior Vice President (\$8,654 if terminated in fiscal 2009, paid as salary continuance). Mr. Kandalepas may terminate the Employment Agreement at any time by giving us 60 days notice. In that event, he would not receive severance.

**Employment Agreement with Harriet Robinson**

On November 19, 2007, GeoVax entered into an Employment Agreement with Harriet Robinson, our Senior Vice President, Research and Development. The Employment Agreement has no specified term. The Employment Agreement provides for an initial annualized salary of \$250,000 to Dr. Robinson. Dr. Robinson initially worked part-time for the Company, and became a full-time employee in February 2008. The Board of Directors may also recommend the payment of a discretionary bonus annually. Dr. Robinson is eligible for grants of awards from the GeoVax Labs, Inc. 2006 Equity Incentive Plan and is entitled to participate in any and all benefits in effect from time-to-time for employees generally. We may terminate the Employment Agreement, with or without cause. If

minate the Employment Agreement without cause, we will be required to give Dr. Robinson at least 60 days notice of the termination. In the event of termination not for cause, Dr. Robinson will be entitled to one week



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...ance pay for each full year of service (\$9,615 if terminated in fiscal 2009, paid as salary continuance).  
...binson may terminate the Employment Agreement at any time by giving us 60 days notice. In that event,  
...ould not receive severance.

**Special Payments Upon Termination or Change of Control – Mr. Hildebrand**

Hildebrand's Consulting Agreement contains provisions such that, if we terminate the Consulting  
...ment without cause, we must give Mr. Hildebrand at least 30 days notice and we will be required to pay  
...s a severance payment, three months compensation. Likewise, if the Consulting Agreement is terminated  
...the death of Mr. Hildebrand, we will be required to pay his estate three months compensation. If  
...ldebrand wishes to terminate the Consulting Agreement, he must provide us with 30 days notice, and will  
...eive severance.

**Change-In-Control Provisions of Our 2006 Equity Incentive Plan**

...r 2006 Equity Incentive Plan (the "Plan") contains provisions that could lead to an accelerated vesting of  
...s or other awards. In the event of certain change-in-control transactions described in the Plan:  
...outstanding options or other awards under the Plan may be assumed, converted or replaced;

...the successor corporation may substitute equivalent options or other awards or provide substantially similar  
...consideration to Plan participants as was provided to stockholders (after taking into account the existing  
...provisions of the options or other awards); or

...the successor corporation may replace options or awards with substantially similar shares or other property.  
...he event the successor corporation (if any) refuses to assume or substitute options or other awards as  
...bed (i) the vesting of any or all options or awards granted pursuant to the Plan will accelerate upon the  
...e-in-control transaction, and (ii) any or all options granted pursuant to the Plan will become exercisable in  
...r to the consummation of the change-in-control transaction at such time and on such conditions as the  
...ensation Committee determines. If the options are not exercised prior to the consummation of the  
...e-in-control transaction, they shall terminate at such time as determined by the Compensation Committee.  
...t to any greater rights granted to Plan participants under the Plan, in the event of the occurrence of a  
...e-in-control transaction any outstanding options or other awards will be treated as provided in the applicable  
...ment or plan of merger, consolidation, dissolution, liquidation, or sale of assets.

**GRANTS OF PLAN-BASED AWARDS**

The following table sets forth the stock and option awards, including non-equity incentive awards, granted to named Executive Officers for the year ended December 31, 2008. There were no stock awards.

	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number Of Shares	All Other (3) Option Awards: Number Of Securities Underlying Options (#)	(1) Exercise Or Base Price	(2) Grant Date Fair Value Of Stock And Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)				
Grant	6/17/08	\$	\$	\$	\$	\$	\$		8,895,630	\$0.045	\$237,468
lepas	12/11/08								500,000	0.11	45,500
ly	6/17/08								500,000	0.11	45,500
	12/11/08								2,400,000	0.17	345,600
lds	12/11/08								500,000	0.11	45,500
son	12/11/08								500,000	0.11	45,500
	6/17/08								8,895,630	0.04	158,720

the exercise price for options is the closing trading price of the common shares of the company on the day of the grant. The grant date is determined by

e  
compensation  
committee. All  
stock option  
grants during  
2008 (excluding  
the stock option  
extensions  
discussed  
below) vest over  
a 3-year period  
from the date of  
grant.

compensation  
expense is  
recognized for  
all share-based  
payments based  
on the grant date  
fair value  
estimated for  
financial  
reporting  
purposes. For a  
discussion of  
the various  
assumptions  
made and  
methods used  
for determining  
such amounts,  
see footnotes 2  
and 7 to our  
2008  
consolidated  
financial  
statements. The  
amounts shown  
for the June 17,  
2008 grants to  
Mr. Hildebrand  
and  
Mr. Robinson  
present the  
incremental  
grant date fair  
values of the  
extended stock  
option grants  
see discussion

elow) as  
 compared to the  
 fair values of  
 the original  
 grants.

On June 17,  
 2008, the  
 company  
 extended the  
 exercise period  
 of stock options  
 granted in prior  
 years to  
 Mr. Hildebrand  
 and  
 Mr. Robinson.  
 These stock  
 options were  
 originally  
 granted with an  
 exercise period  
 of 5-7 years and  
 were to expire  
 beginning in  
 2009. The  
 extensions were  
 made to adjust  
 the exercise  
 period to  
 10 years from  
 the original  
 grant date,  
 consistent with  
 the current stock  
 option grant  
 policies of the  
 company. The  
 extensions did  
 not affect the  
 vesting schedule  
 of the grants; all  
 were originally  
 granted with a  
 4-year vesting  
 schedule and  
 were fully  
 vested at the  
 time of the  
 extensions.



**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table sets forth certain information with respect to unexercised options previously awarded to named Executive Officers as of December 31, 2008. There were no stock awards outstanding.

**Option Awards**

Name	(1) Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities	Option Exercise Price (\$)	Option Expiration Date
			Underlying Unexercised Unearned Options (#)		
Hildebrand	8,895,630			0.0445	12/20/12
	8,895,630 (1)			0.0445	2/5/14
Kandalepas		500,000 (2)		0.11	12/11/18
	1,200,000	600,000 (3)		0.355	3/14/17
McNally		500,000 (2)		0.11	12/11/18
		2,400,000 (4)		0.17	6/17/18
	166,667	333,333 (5)		0.161	12/5/17
	880,000	440,000 (6)		0.355	3/14/17
Reynolds		500,000 (2)		0.11	12/11/18
	166,667	333,333 (5)		0.161	12/5/17
	1,200,000	600,000 (3)		0.355	3/14/17
Robinson		500,000 (2)		0.11	12/11/18
	8,895,630 (1)			0.04	2/5/14

On June 17, 2008, the expiration dates of these stock option awards to Mr. Hildebrand and Dr. Robinson were extended by five years from February 5, 2009 to February 5, 2014.

These stock  
options vest and  
become  
exercisable in  
three equal  
installments on  
December 11,  
2009, 2010 and  
2011.

These stock  
options vest and  
become  
exercisable on  
September 30,  
2009.

These stock  
options vest and  
become  
exercisable in  
three equal  
installments on  
June 17, 2009,  
2010 and 2011.

These stock  
options vest and  
become  
exercisable in  
two equal  
installments on  
December 5,  
2010 and 2011.

These stock  
options vest and  
become  
exercisable on  
December 5,  
2009.

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**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

We have outstanding stock options under our 2006 Equity Incentive Plan (the "Plan") which was adopted by our Board of Directors and approved by our stockholders. In December 2006, our Board of Directors amended the Plan to make an additional 15,000,000 shares available under the Plan, increasing the total number of shares under the Plan from 36,000,000 to 51,000,000 shares. To maintain the tax-qualified status of all incentive options issued under the Plan, we submitted this amendment to our shareholders for approval at the Company's 2007 Annual Meeting of Shareholders. The amendment was not approved by the Company's stockholders. The following table sets forth information as of December 31, 2008, with respect to our equity compensation plans.

	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by security holders	35,876,450	\$ 0.11	-0-
Equity compensation plans not approved by security holders	11,071,307	\$ 0.18	3,928,693

The Plan became effective on September 28, 2006. Unless the Plan is earlier terminated in accordance with its terms, no stock incentives will be granted under the Plan after the earlier of ten years from the effective date, or the date on which all of the shares reserved for the Plan have been issued or are no longer available for use under the Plan.

The Plan is administered by the Compensation Committee of the Board of Directors.

The Board of Directors and the Committee may grant the following stock incentives under the Plan (each individually, a "Stock Incentive"):

- stock options to purchase shares of common stock, including options intended to qualify under Section 422 of the Code ("incentive stock options") and options not intended to qualify under Section 422 of the Code ("non-qualified stock options");

- restricted stock awards; and

- restricted stock bonus.

Awards of Stock Incentives under the Plan may be made to employees of GeoVax and its subsidiaries, employee directors, and consultants or advisors that provide services (other than the offering, sale or distribution of our securities) to us or to our subsidiaries (collectively, the "Participants"). Only employees are eligible to receive a grant of incentive stock options.



**Table of Contents****DIRECTOR COMPENSATION**

The following table sets forth information concerning the compensation earned for service on our Board of Directors during the last fiscal year by each individual who served as a director at any time during the fiscal year.

	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Stock Awards (\$)</b>	<b>(4)(5) Option Awards (\$)</b>	<b>Non-Equity Incentive Plan Compen- sation (\$)</b>	<b>Change in Pension Value and Non-qualified Deferred Compen- sation Earnings</b>	<b>All Other Compen- sation (\$)</b>	<b>Total (\$)</b>
Mr. Hildebrand	\$22,500	\$	\$	\$	\$	\$64,000	\$ 86,500
Mr. Kollintzas	10,983		198,464				209,447
Mr. McNally (3)	4,317		46,773				51,090
Mr. Spencer	26,963		198,464				225,427
Mr. Tsolinas	4,613		23,432				28,045

Mr. Hildebrand retired as our President and CEO effective April 1, 2008. The amounts shown in the table represent cash payments and stock option awards associated with his service as a director and his compensation subsequent to his employment.

our President and CEO. Subsequent to April 1, we paid Mr. Hildebrand pursuant to a consulting agreement, which amounts included under All Other compensation above. All amounts related to his employment as our President and CEO during 2008 and prior years are included in the Summary Compensation Table .

Mr. Kandalepas and Mr. Robinson, who were employees of the Company during 2008, received no compensation for their service as directors. All amounts related to their employment as named executive officers during 2008 and prior years are included in the Summary Compensation Table .

amounts reported for

Mr. McNally  
relate to cash  
payments and  
stock option  
awards  
associated with  
his service as a  
director prior to  
his employment  
as our President  
and Chief  
Executive  
Officer effective  
April 1, 2008.  
As President  
and CEO,  
Mr. McNally  
receives no  
compensation  
for his service  
as a director. All  
amounts related  
to his  
employment as  
our President  
and CEO during  
2008 are  
included in the  
Summary  
Compensation  
Table .

Amounts shown  
in the table  
present the  
dollar amount  
recognized for  
financial  
statement  
reporting  
purposes in  
2008 for awards  
and grants made  
in the current  
and previous  
fiscal years,  
as calculated  
pursuant to the  
provisions of  
financial  
accounting

Standards Board  
Statement of  
Financial  
Accounting  
Standards  
No. 123 (revised  
2004),  
Share-Based  
Payment. For a  
discussion of  
the various  
assumptions  
made and  
methods used  
in determining  
such amounts,  
see footnotes 2  
and 7 to our  
2008  
Consolidated  
Financial  
Statements. On  
December 11,  
2008, Mr.  
Pollintzas and  
Mr. Spencer  
were each  
granted options  
to purchase  
100,000 shares  
of our Common  
Stock, each with  
a grant date fair  
value under  
SFAS123(R) of  
\$15,500. On  
August 20, 2008  
Mr. Tsolinas  
was granted  
options to  
purchase  
320,000  
shares of our  
Common Stock  
with a grant date  
fair value under  
SFAS123(R) of  
\$87,440.  
The table below  
shows the

Aggregate  
 numbers of  
 stock awards  
 and option  
 awards  
 outstanding for  
 each  
 non-employee  
 director as of  
 December 31,  
 2008.

**Aggregate Option  
 Awards  
 Outstanding as of December  
 31, 2008  
 (#)**

Hildebrand	17,791,260
Kollintzas	2,320,000
Spencer	2,320,000
Esolinas	1,320,000

**Director Compensation Plan**

March 2007, the Board of Directors approved a recommendation from the Compensation Committee for  
 director compensation (the Director Compensation Plan ). The Director Compensation Plan applies only to  
 non-employee directors. Directors who are employees of the Company receive no compensation for their service  
 as directors or as members of committees. Each non-employee director receives an annual retainer of \$2,000 (paid  
 monthly) for service as a member of the Audit Committee and \$1,250 for service as a member of the  
 Compensation

**Table of Contents**

Committee. The Chairman of the Audit Committee receives an annual retainer of \$9,000, and the Chairman of the Compensation Committee receives an annual retainer of \$6,000 which retainers are also paid quarterly.

Employee directors also receive fees for each Board or Committee meeting attended as follows: \$1,500 per Board meeting, \$1,000 per Committee meeting chaired, and \$500 per Committee meeting attended as a non-Chairman. Meetings attended telephonically are paid at lower rates (\$750, \$750 and \$400, respectively).

In March 2008, the Board of Directors approved a recommendation from the Compensation Committee to amend the Director Compensation Plan to provide for compensation for a non-employee Chairman of the Board. The non-employee Chairman of the Board will receive an annual retainer of \$25,000 (paid quarterly) and will not be entitled to additional fees for meetings attended. Non-employee directors each receive an automatic grant of 1,320,000 shares of common stock on the date that such non-employee director is first elected to the Board.

The Director Compensation Plan currently does not provide a formula for stock option grants to directors upon re-election to the Board, or otherwise, but the compensation plan may be modified in the future; such option grants are currently determined by Board, upon recommendation by the Compensation Committee based on the Compensation Committee's annual deliberations and review of the director compensation structure of similar companies. At its meeting in December 2008, upon a recommendation of the Compensation Committee, the Board awarded an annual stock option grant of 500,000 shares to its non-employee members, with the exception of Mr. Hildebrand and Mr. Tsolinas. Mr. Hildebrand declined the stock option grant and Mr. Tsolinas did not accept the grant due to his having recently received (in August 2008) a stock option grant in connection with his election to the Board.

Non-employee directors are reimbursed for expenses incurred in connection with attending meetings of the Board of Directors and committees.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

### **Policy and Procedures for Approval of Related Person Transactions**

The Audit Committee is responsible for reviewing and approving all transactions or arrangements between the Company and any of our directors, officers, principal stockholders or any of their respective affiliates, associates or related parties, other than transactions with officers which are covered by the duties of the Compensation Committee. In determining whether to approve or ratify a related party transaction, the Audit Committee will review the transaction with management and will consider all relevant facts and circumstances available to it including:

whether the terms of the transaction are fair to the Company and at least as favorable to the Company as would apply if the transaction did not involve a related party;

whether there are demonstrable business reasons for the Company to enter into the transaction;

whether the transaction would impair the independence of an outside director; and

whether the transaction would present an improper conflict of interest for any director or executive officer, taking into account the size of the transaction, the direct or indirect nature of the related party's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Audit Committee deems relevant.

### **Consulting Agreement with Donald Hildebrand**

In order to assist with the transition of certain duties to Dr. McNally, Donald G. Hildebrand, our then current President and Chief Executive Officer, entered into a Consulting Agreement with us on March 20, 2008. Aside from his duties as a consultant, Mr. Hildebrand also continues to serve as Chairman of our Board of Directors. The term of the Consulting Agreement began on April 1, 2008 and will end on December 31, 2009. During the month of April 2008, Mr. Hildebrand received \$22,500 as compensation for his services (equivalent to his salary as President and Chief Executive Officer). Beginning on May 1, 2008 and continuing through December 31, 2008, Mr. Hildebrand provided us with at least 32 hours of service per month and was paid at the rate of \$250 per hour.

ing on January 1, 2009 and continuing through December 31, 2009, Mr. Hildebrand will provide us with at  
6 hours of service per month and will be paid at the rate of \$300 per hour. The Board of Directors may, in

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...ion, recommend the payment of an annual bonus. We also pay Mr. Hildebrand's medical and dental expenses through the term of the Consulting Agreement. Mr. Hildebrand received \$64,000, in the aggregate, for services rendered under the Consulting Agreement in 2008, including medical and dental insurance coverage. We may terminate the Consulting Agreement with or without cause. If we terminate the Consulting Agreement without cause, we must give Mr. Hildebrand at least 30 days notice and we will be required to pay him, as a termination payment, three months compensation (\$14,400). Likewise, if the Consulting Agreement is terminated upon the death of Mr. Hildebrand, we will be required to pay his estate three months compensation. If Mr. Hildebrand wishes to terminate the Consulting Agreement, he must provide us with at least 30 days notice, and severance payments will be due to him upon termination.

**Relationships with Emory University**

Emory University ( "Emory" ) is a significant stockholder of the Company, and our primary product candidates are licensed on technology rights subject to a license agreement with Emory (the "Emory License" ). The Emory License, among other contractual obligations, requires payments based on milestone achievements, royalties on sales by the Company or on payments to the Company by our sublicensees, and payment of maintenance fees in certain circumstances if certain milestones are not met within the time periods specified in the contract. We may terminate the Emory License on three months' written notice. In any event, the Emory License expires on the date of the latest expiration date of the underlying patents. We are also obligated to reimburse Emory University for certain legal costs in connection with the filing, prosecution and maintenance of patent applications subject to the Emory License. Such reimbursements to Emory amounted to \$102,141 and \$243,653 for the years ended December 31, 2008 and 2007, respectively.

In June 2008, we entered into two subcontracts with Emory for the purpose of conducting research and development activities associated with a grant from the National Institutes of Health. During 2008, we recorded \$187 of expense associated with these subcontracts. All amounts paid to Emory under these subcontracts are reimbursable to us pursuant to the NIH grant.



**Table of Contents****SECURITY OWNERSHIP OF PRINCIPAL STOCKHOLDERS, DIRECTORS AND OFFICERS**

Based solely upon information made available to us, the following table sets forth information with respect to the beneficial ownership of our common stock as of April 20, 2009 by (1) each director; (2) each of our Named Executive Officers; (3) all executive officers and directors as a group; and (4) each additional person who is known by us to beneficially own more than 5% of our common stock. Except as otherwise indicated, the holders listed below have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

Name and Address of Beneficial Owner (1)	Number of Shares Beneficially Owned	Percent Of Class (2)
<b>Directors and Executive Officers:</b>		
David G. Hildebrand (3)	72,805,107	9.5%
Lawrence J. Kandalepas (4)	22,490,065	3.0%
George G. Kollintzas (5)	1,046,667	*
Robert T. McNally (6)	2,464,424	*
William W. Reynolds (7)	1,396,667	*
Robert L. Robinson (8)	66,115,205	8.7%
William J. Spencer, Jr. (9)	1,176,667	*
Michael M. Tsolinas (10)	35,277,057	4.7%
Executive officers and directors as a group (8 persons) (11)	202,771,859	25.8%
<b>5% Stockholders:</b>		
University of Georgia (12)	233,905,253	31.1%
Stavros Papageorgiou (13)	58,638,323	7.8%
Other persons owning less than 1%		

Except as otherwise indicated, the business address of each director and executive officer listed is c/o GeoVax Labs, Inc., 1256 Briarcliff Road, Suite 500, Atlanta, Georgia 30306.

This table is based upon information supplied by

Officers and  
Directors, and  
with respect to  
Principal  
stockholders,  
Schedules 13D  
and 13G filed  
with the SEC.  
Beneficial  
ownership is  
determined in  
accordance with  
the rules of the  
SEC. Applicable  
percentage  
ownership is  
based on  
51,803,510  
shares of  
common stock  
outstanding as  
of April 20,  
2009. In  
computing the  
number of  
shares  
beneficially  
owned by a  
person and the  
percentage  
ownership of  
that person,  
shares of  
common stock  
subject to  
options  
currently  
exercisable, or  
exercisable  
within 60 days  
of April 20,  
2009, are  
deemed  
outstanding.  
includes options  
to purchase  
7,791,260  
shares of  
common stock  
exercisable

within 60 days  
of April 20,  
2009. Includes  
100,000 shares  
owned by his  
spouse.

includes options  
to purchase  
1,200,000  
shares of  
common stock  
exercisable  
within 60 days  
of April 20,  
2009. Includes  
10,000 shares  
held by daughter  
and 15,000  
shares held by  
CadServ, Inc.  
over which  
Mr. Kandalepas  
exercises voting  
control.

includes options  
to purchase  
1,046,667  
shares of  
common stock  
exercisable  
within 60 days  
of April 20,  
2009.

includes options  
to purchase  
1,846,667  
shares of  
common stock  
exercisable  
within 60 days  
of April 20,  
2009. Includes  
17,757 shares,  
representing  
Mr. McNally's  
10% ownership  
in NuTek  
Biomedical,

LC, which  
owns an  
aggregate  
,235,514  
shares.

includes options  
to purchase  
,366,667  
shares of  
common stock  
exercisable  
within 60 days  
of April 20,  
2009.

includes options  
to purchase  
,895,630  
shares of  
common stock  
exercisable  
within 60 days  
of April 20,  
2009

includes options  
to purchase  
,046,667  
shares of  
common stock  
exercisable  
within 60 days  
of April 20,  
2009.

includes  
warrants to  
purchase  
3,790,323  
shares of  
common stock  
exercisable  
within 60 days  
of April 20,  
2009

includes options  
and warrants to  
purchase  
6,983,881

Shares of  
Common stock  
exercisable  
within 60 days  
of April 20,  
2009.

The address for  
this stockholder  
is  
Administration  
Building 101,  
101 Dowman  
Drive, Atlanta,  
Georgia 30322.

The address for  
this stockholder  
is 77, Charilaou  
Trikoupi Str,  
14563 Kifissia  
Greece. Includes

warrants to  
purchase  
7,662,439

Shares of  
Common stock  
exercisable  
within 60 days  
of April 20,  
2009 and  
5,192,013  
Shares held by  
this spouse.

## THE FUSION TRANSACTION

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On May 8, 2008, we entered into the Purchase Agreement with Fusion Capital. Under the Purchase Agreement, Fusion Capital is obligated, under certain conditions, to purchase shares from us in an aggregate amount of up to \$10.0 million from time to time over a twenty-five (25) month period. Under the terms of the Purchase Agreement, Fusion Capital received a commitment fee consisting of 2,480,510 shares of our common stock. Also, we agreed to issue to Fusion Capital up to an additional 2,480,510 shares as a commitment fee pro rata as we receive the up to \$10.0 million of future funding. We have issued 228,208 of the 2,480,510 shares as of April 30, 2009. As of April 30, 2009, there were 751,803,510 shares outstanding (including shares held by our subsidiaries) excluding up to 29,291,885 shares offered by Fusion Capital pursuant to this prospectus which we have not yet issued to Fusion Capital. If all of such 29,291,885 shares were issued and outstanding as of the date hereof, the 40,161,020 shares would represent 5.1% of the total common stock outstanding or 10.3% of the common stock outstanding as of the date hereof. The number of shares ultimately offered for sale by Fusion Capital is dependent upon the number of shares purchased by Fusion Capital under the Purchase Agreement. Under the Purchase Agreement and the registration rights agreement we are required to register and have filed in the offering for resale by Fusion Capital pursuant to this prospectus: 2,480,510 shares which were issued as a commitment fee, which, subject to certain exceptions, may not be sold by Fusion Capital until the earlier of 500 days from May 8, 2008, or the termination of the Purchase Agreement;

200,000 shares which we issued to Fusion Capital as an expense reimbursement;

an additional 2,480,510 shares which we may issue in the future as a commitment fee pro rata as we receive the up to \$10.0 million of future funding; and

35.0 million shares which we may sell to Fusion Capital.

40,161,020 shares are being offered pursuant to this prospectus. Under the Purchase Agreement, we have the right but not the obligation to sell more than the 35.0 million shares to Fusion Capital. As of the date hereof, we do not have any plans or intent to sell to Fusion Capital any shares beyond this 35.0 million shares. However, we do not have the obligation to sell more than the 35.0 million shares (which we have the right but not the obligation to do), we do not intend to register under the Securities Act of 1933 (the "Securities Act") any additional shares we may elect to sell to Fusion Capital before we can sell such additional shares, which could cause substantial dilution to our common stockholders.

We did not have the right to commence any sales of our shares to Fusion Capital until the SEC declared effective the registration statement of which this prospectus is a part. The registration statement was declared effective on July 1, 2008 and the conditions to commence funding were satisfied. Generally, we have the right but not the obligation from time to time to sell our shares to Fusion Capital in amounts between \$80,000 and \$100 million depending on certain conditions. We have the right to control the timing and amount of any sales of our shares to Fusion Capital subject to certain limitations. The purchase price of the shares will be determined pursuant to a formula based upon the market price of our shares without any fixed discount at the time of each purchase. Fusion Capital shall not have the right nor the obligation to purchase any shares of our common stock on any business day that the price of our common stock is below \$0.05. There are no negative covenants, restrictions on our operations, fundings, penalties or liquidated damages in the Purchase Agreement or the registration rights agreement. The Purchase Agreement may be terminated by us at any time at our discretion without any cost to us.

### Use of Shares Under The Purchase Agreement

Under the Purchase Agreement, we may direct Fusion Capital to purchase up to \$80,000 of our common stock on any business day (so long as it has been at least four business days since the last purchase). The purchase price per share shall be equal to the lesser of:



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the lowest sale price of our common stock on the purchase date; or

the average of the three (3) lowest closing sale prices of our common stock during the twelve (12) consecutive business days prior to the date of a purchase by Fusion Capital.

Purchase price will be equitably adjusted for any reorganization, recapitalization, non-cash dividend, stock split or other similar transaction occurring during the business days used to compute the purchase price. We may allow Fusion Capital to make multiple purchases from time to time in our sole discretion; no sooner than every five business days.

**Right To Increase the Amount to be Purchased**

In addition to purchases of up to \$80,000, we may elect to require Fusion Capital to purchase our shares in an amount up to \$100,000 on a single business day provided that our share price is not below \$0.11 during the two business days prior to and on the purchase date. We may increase this amount to up to \$250,000 if our share price is not below \$0.20 during the two business days prior to and on the purchase date. This amount may also be increased to up to \$500,000 if our share price is not below \$0.40 during the two business days prior to and on the purchase date. This amount may be increased to up to \$1.0 million if our share price is not below \$0.80 during the two business days prior to and on the purchase date. We may direct Fusion Capital to make multiple large purchases from time to time in our sole discretion; however, at least three business days must have passed since our most recent large purchase was completed. The price at which our common stock would be purchased in this type of larger purchases will be the lesser of (i) the lowest sale price of our common stock on the purchase date and (ii) the lowest purchase price (as described in the bullet points above) during the previous ten business days prior to the purchase date.

**Minimum Purchase Price**

Under the Purchase Agreement, we have set a minimum purchase price ( floor price ) of \$0.05. However, Fusion Capital shall not have the right nor the obligation to purchase any shares of our common stock in the event the purchase price would be less than the floor price. Specifically, Fusion Capital shall not have the right or obligation to purchase shares of our common stock on any business day that the market price of our common stock is below \$0.05.

**Events of Default**

Generally, Fusion Capital may terminate the Purchase Agreement without any liability or payment to the Company upon the occurrence of any of the following events of default:

the effectiveness of the registration statement of which this prospectus is a part lapses for any reason (including, without limitation, the issuance of a stop order) or is unavailable to Fusion Capital for sale of our common stock offered hereby and such lapse or unavailability continues for a period of ten consecutive business days or for more than an aggregate of thirty business days in any 365-day period;

suspension by our principal market (the over-the-counter bulletin board) of our common stock from trading for a period of three consecutive business days;

the de-listing of our common stock from our principal market provided our common stock is not immediately thereafter trading on the Nasdaq Global Market, the Nasdaq Capital Market, the New York Stock Exchange or the American Stock Exchange;

the transfer agent's failure for five business days to issue to Fusion Capital shares of our common stock which Fusion Capital is entitled to under the Purchase Agreement;

any material breach of the representations or warranties or covenants contained in the Purchase Agreement or any related agreements which has or which could have a material adverse effect on us subject to a cure period of five business days; or





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any participation or threatened participation in insolvency or bankruptcy proceedings by or against us.

**Termination Rights**

we have the unconditional right at any time for any reason to give notice to Fusion Capital terminating the Purchase Agreement without any cost to us.

**Restrictions on Selling or Hedging by Fusion Capital**

Fusion Capital has agreed that neither it nor any of its affiliates shall engage in any direct or indirect selling or hedging of our common stock during any time prior to the termination of the Purchase Agreement.

**Effect of Performance of the Purchase Agreement on Our Shareholders**

The 40,161,020 shares registered in this offering are expected to be freely tradable when sold pursuant to this offering. It is anticipated that shares registered in this offering will be sold over a period of up to 25 months beginning on or about July 1, 2008. The sale by Fusion Capital of a significant amount of shares registered in this offering at any time could cause the market price of our common stock to decline and to be highly volatile. Fusion Capital may ultimately acquire all, some or none of 29,291,885 shares of common stock not yet issued but registered in this offering. After Fusion Capital has acquired such shares, it may sell all, some or none of such shares.

Therefore, sales to Fusion Capital by us under the agreement may result in substantial dilution to the interests of the holders of our common stock. However, we have the right to control the timing and amount of any sales of shares to Fusion Capital and the agreement may be terminated by us at any time at our discretion without any obligation to us.

In connection with entering into the agreement, we authorized the sale to Fusion Capital of up to 35.0 million shares of our common stock. The number of shares ultimately offered for sale by Fusion Capital under this offering is dependent upon the number of shares purchased by Fusion Capital under the agreement. As noted, we have sold 7,960,417 shares to Fusion Capital through April 30, 2009, and received proceeds of \$920,000, or an average of \$0.12 per share. The following table sets forth the amount of remaining proceeds we would receive from Fusion Capital from the sale of shares at varying purchase prices:

<b>Assumed Average Purchase Price</b>	<b>Number of Shares to be Issued if Full Purchase</b>	<b>Percentage of Outstanding Shares After Giving Effect to the Issuance to Fusion Capital<sup>(1)</sup></b>	<b>Aggregate Proceeds from the Sale of Shares to Fusion Capital Under the Purchase Agreement</b>
\$0.10	27,039,583	3.5%	\$2,703,958
\$0.24 <sup>(2)</sup>	27,039,583	3.5%	\$6,489,500
\$0.30	27,039,583	3.5%	\$8,111,875
\$0.40	22,700,000	2.9%	\$9,080,000
\$0.50	18,160,000	2.4%	\$9,080,000

<sup>(1)</sup> The denominator is based on 1,803,510 shares outstanding as of April 30, 2009, which includes the 188,625 shares

,960,417  
ares sold plus  
908,718  
ommitment fee  
ares)  
eviously  
sued to Fusion  
apital and the  
umber of  
ares set forth  
the adjacent  
olumn. The  
umerator is  
ased on the  
umber of  
ares issuable  
nder the  
urchase  
greement at  
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orresponding  
sumed  
urchase price  
t forth in the  
jacent  
olumn.  
losing sale  
ice of our  
ares on  
ay 12, 2009.

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**SELLING STOCKHOLDER**

The following table presents information regarding the selling stockholder. Neither the selling stockholder nor its affiliates has held a position or office, or had any other material relationship, with us.

	Shares Beneficially Owned Before Offering	Percentage of Outstanding Shares Beneficially Owned Before Offering (1)	Shares to be Sold in the Offering Assuming The Company Issues The Maximum Number of Shares Under the Purchase Agreement	Percentage of Outstanding Shares Beneficially Owned After Offering(1)
Selling Stockholder Capital Fund II, LLC (2)	2,680,510 (3)	0.4%	40,161,020	0%

Not applicable  
 Percentage of  
 ownership is based  
 on 743,414,885  
 shares of our  
 common stock  
 outstanding as of  
 June 26, 2008  
 prior to  
 commencement of  
 the offering),  
 together with  
 securities  
 exercisable or  
 convertible into  
 shares of common  
 stock within sixty  
 days of June 26,  
 2008 (prior to  
 commencement of  
 the offering), for  
 the selling  
 stockholder.  
 Beneficial  
 ownership is  
 determined in  
 accordance with  
 the rules of the  
 SEC and generally  
 includes voting or  
 investment power  
 with respect to

curities. Shares  
of common stock  
are deemed to be  
beneficially owned  
by the person  
holding such  
curities for the  
purpose of  
computing the  
percentage of  
ownership of such  
person, but are not  
treated as  
outstanding for the  
purpose of  
computing the  
percentage  
ownership of any  
other person.

Steven G. Martin  
and Joshua B.  
Scheinfeld, the  
principals of  
Fusion Capital, are  
deemed to be  
beneficial owners  
of all of the shares  
of common stock  
owned by Fusion  
Capital.  
Messrs. Martin and  
Scheinfeld have  
shared voting and  
disposition power  
over the shares  
being offered under  
this prospectus.

We have included  
in this prospectus  
1,161,020 shares  
of the aggregate.  
The numbers in the  
table are as of  
June 26, 2008,  
prior to the  
commencement of  
the offering. As of  
the date hereof the  
1,161,020 shares

consist of the following:  
 (1) 2,708,718 shares which have already been issued pursuant to a commitment agreement, (2) 200,000 shares which we have issued to Fusion Capital as a pre-issuance expense, (3) 7,960,417 shares sold to Fusion Capital under the purchase agreement (4) up to an additional 7,039,583 shares that we may sell to Fusion Capital and (5) up to an additional 252,302 shares issuable in the future as a commitment fee pro rata as we receive the up to \$9,080,000 million of future funding. Therefore we may issue to Fusion Capital up to an additional 9,291,885 shares under the purchase agreement. Fusion Capital does not presently beneficially own any of these 9,291,885 shares determined in accordance with the rules of the SEC.

**USE OF PROCEEDS**

This prospectus relates to shares of our common stock that may be offered and sold from time to time by Fusion Capital, the selling stockholder. We will receive no direct proceeds from the sale of shares of common stock in this offering. However, we have received \$920,000 through sales to Fusion Capital through April 30,

and we may receive up to \$9,080,000 million in proceeds from the sale of up to 27,039,583 shares of our common stock remaining to be sold to Fusion Capital under the Purchase Agreement. Proceeds received to date, by additional proceeds from Fusion Capital we receive under the common stock Purchase Agreement have and will be used, together with other funds available to us: (a) to manufacture vaccine supplies for our clinical trials; (b) to provide technical support and other assistance to the HVTN during the conduct of planned Phase II clinical trial for a preventative HIV vaccine; (c) to plan and conduct a Phase II clinical trial evaluating the use of our vaccine as a therapeutic treatment for individuals already infected with HIV; and working capital and general corporate purposes.

**PLAN OF DISTRIBUTION**

The common stock offered by this prospectus is being offered by Fusion Capital Fund II, LLC, the selling stockholder ( "Fusion Capital" ). The common stock may be sold or distributed from time to time by the selling stockholder directly to one or more purchasers or through brokers, dealers, or underwriters who may act solely as agents at market prices prevailing at the time of sale, at prices related to the prevailing market prices, at negotiated prices, or at fixed prices, which may be changed. The sale of the common stock offered by this prospectus may be effected in one or more of the following methods:

through ordinary brokers transactions;

transactions involving cross or block trades;

through brokers, dealers, or underwriters who may act solely as agents;

at the market into an existing market for the common stock such as the over-the-counter bulletin board;

in other ways not involving market makers or established business markets, including direct sales to purchasers or sales effected through agents;

in privately negotiated transactions; or

any combination of the foregoing.

In order to comply with the securities laws of certain states, if applicable, the shares may be sold only through registered or licensed brokers or dealers. In addition, in certain states, the shares may not be sold unless they have been registered or qualified for sale in the state or an exemption from the registration or qualification requirements is available and complied with.

Brokers, dealers, underwriters, or agents participating in the distribution of the shares as agents may receive compensation in the form of commissions, discounts, or concessions from the selling stockholder and/or purchasers of the common stock for whom the broker-dealers may act as agent. The compensation paid to a particular broker-dealer may be less than or in excess of customary commissions.

Fusion Capital is an underwriter within the meaning of the Securities Act.

Neither we nor Fusion Capital can presently estimate the amount of compensation that any agent will receive. There are no existing arrangements between Fusion Capital, any other stockholder, broker, dealer, underwriter, or agent relating to the sale or distribution of the shares offered by this prospectus. At the time a particular offer of shares is made, a prospectus supplement, if required, will be distributed that will set forth the names of any agents, underwriters, or dealers and any compensation from the selling stockholder, and any other required information.

We will pay all of the expenses incident to the registration, offering, and sale of the shares to the public other than commissions or discounts of underwriters, broker-dealers, or agents. We have also agreed to indemnify Fusion Capital and related persons against specified liabilities, including liabilities under the Securities Act.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers, and controlling persons, we have been advised that in the opinion of the SEC this indemnification is against public policy as expressed in the Securities Act and is therefore, unenforceable.

Fusion Capital and its affiliates have agreed not to engage in any direct or indirect short selling or hedging of the common stock during the term of the Purchase Agreement.

We have advised Fusion Capital that while it is engaged in a distribution of the shares included in this prospectus it is required to comply with Regulation M promulgated under the Securities Exchange Act of 1934, as amended. With certain exceptions, Regulation M precludes the selling stockholder, any affiliated purchasers, and any broker-dealer or other person who participates in the distribution from bidding for or purchasing, or attempting to induce any person to bid for or purchase any security which is the subject of the distribution until the distribution is complete. Regulation M also prohibits any bids or purchases made in order to stabilize



ce of a security in connection with the distribution of that security. All of the foregoing may affect the  
ability of the shares offered hereby this prospectus.  
s offering will terminate on the date that all shares offered by this prospectus have been sold by Fusion  
l.

**Table of Contents****DESCRIPTION OF SECURITIES**

The following description of our capital stock is summarized from, and qualified in its entirety by reference to, our certificate of incorporation, which has been previously filed with the SEC and is incorporated herein by reference. This summary is not intended to give full effect to provisions of statutory or common law. We urge you to review the following documents because they, and not this summary, define your rights as a holder of shares of common stock or preferred stock:

The General Corporation Law of the State of Delaware (the "DGCL"), as it may be amended from time to time;

Our certificate of incorporation, as it may be amended or restated from time to time, and

Our bylaws, as they may be amended or restated from time to time.

**Capital**

Our authorized capital stock consists of 910,000,000 shares, which are divided into two classes consisting of 90,000,000 shares of common stock, par value \$0.001 per share, and 10,000,000 shares of preferred stock, par value \$0.01 per share. As of April 30, 2009, there were issued and outstanding 751,803,510 shares of common stock, 10,000,000 options to purchase 46,947,757 shares of common stock and warrants to purchase 67,881,345 shares of common stock. No shares of preferred stock were outstanding.

**Common Stock**

Holders of our common stock are entitled to one vote for each share held in the election of directors and in all other matters to be voted on by the stockholders. There is no cumulative voting in the election of directors. Holders of common stock are entitled to receive dividends as may be declared from time to time by our Board of Directors out of funds legally available therefor. In the event of liquidation, dissolution or winding up of the Company, holders of common stock are to share in all assets remaining after the payment of liabilities. Holders of common stock have no pre-emptive or conversion rights and are not subject to further calls or assessments. There are no redemption or sinking fund provisions applicable to the common stock. The rights of the holders of common stock are subject to any rights that may be fixed for holders of preferred stock. All of the outstanding shares of common stock are fully paid and non-assessable.

We have issued new stock certificates, *upon request*, to stockholders of record upon the effective date of the Corporation merger and each issued and outstanding share of our common stock immediately prior to the effective date of the merger evidenced ownership of the shares of common stock of GeoVax after the effective date of the merger.

**Preferred Stock**

We are also authorized to issue 10,000,000 shares of preferred stock. Under our certificate of incorporation, the Board of Directors has the power, without further action by the holders of common stock, to designate the relative rights and preferences of the preferred stock, and issue the preferred stock in one or more series as designated by the Board of Directors. The designation of rights and preferences could include preferences as to liquidation, redemption and conversion rights, voting rights, dividends or other preferences, any of which may be dilutive of the interest of the holders of the common stock or the preferred stock of any other series. The ability of directors, without stockholder approval, to issue additional shares of preferred stock could be used as anti-takeover measures. Anti-takeover measures may result in you receiving less for your stock than you otherwise might. The existence of preferred stock creates additional securities with dividend and liquidation preferences over common stock and may have the effect of delaying or preventing a change in control without further stockholder action. This may adversely affect the rights and powers, including voting rights, of the holders of common stock. In certain circumstances, the issuance of preferred stock could depress the market price of the common stock.

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**Anti-takeover law**

We have elected not to be subject to certain provisions of Delaware law that could make it more difficult to acquire us by means of a tender offer, a proxy contest, open market purchases, removal of incumbent directors or otherwise. These provisions, summarized below, are expected to discourage types of coercive takeover tactics and inadequate takeover bids and to encourage persons seeking to acquire control of us to first negotiate with us.

In general, Section 203 of the DGCL prohibits a publicly held Delaware corporation from engaging in various business combination transactions with any interested stockholder for a period of three years after the date of the transaction in which the person became an interested stockholder, unless:

The transaction is approved by the board of directors prior to the date the interested stockholder obtained interested stockholder status;

Upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding those shares owned by (a) persons who are directors and also officers and (b) employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or

On or subsequent to the date the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders by the affirmative vote of at least 66 2/3% of the outstanding voting stock that is not owned by the interested stockholder.

Business combination is defined to include mergers, asset sales and other transactions resulting in financial interest to a stockholder. In general, an interested stockholder is a person who, together with affiliates and associates, owns or within three years, did own, 15% or more of a corporation's voting stock.

Section 203 applies to Delaware corporations that have a class of voting stock that is listed on a national securities exchange or held of record by more than 2,000 stockholders; provided, however, the restrictions of this section will not apply to a corporation if:

the corporation's original charter contains a provision expressly electing not to be governed by the statute,

the Board of Directors adopts an amendment to the corporation's bylaws within 90 days of the effective date of the statute expressly electing not to be governed by it,

the stockholders of the corporation adopt an amendment to its charter or bylaws expressly electing not to be governed by the statute (so long as such amendment is approved by the affirmative vote of a majority of the shares entitled to vote),

a stockholder becomes an interested stockholder inadvertently and as soon as practicable divests himself of ownership of sufficient shares so that he ceases to be an interested stockholder and during the three year period immediately prior to a business combination would not have been an interested stockholder but for the inadvertent acquisition,

the business combination is proposed prior to the consummation or abandonment of a merger or consolidation, a sale, lease, exchange, mortgage, pledge, transfer or other disposition of assets of the corporation or a proposed tender or exchange offer for 50% or more of the outstanding voting shares of the corporation, or

the business combination is with an interested stockholder who became an interested stockholder at a time when the restrictions contained in the statutes did not apply.

Our certificate of incorporation includes a provision electing not to be governed by Section 203 of the DCGL.

Accordingly, our Board of Directors does not have the power to reject certain business combinations with interested stockholders based on Section 203 of the DCGL.

**WHERE YOU CAN FIND MORE INFORMATION**

are subject to the informational reporting requirements of the Exchange Act, which requires us to file quarterly, and current reports, proxy statements and other information with the SEC. The SEC maintains an Internet site that contains such information regarding issuers that file electronically, such as GeoVax Labs, Inc. The public may inspect our filings over the Internet at the SEC's home page at [www.sec.gov](http://www.sec.gov). The public may also read and copy any document we file at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by the public by calling the SEC at 1-800-SEC-0330.

**EXPERTS**

The audited consolidated financial statements of GeoVax, Labs, Inc. and subsidiary for the years ended December 31, 2008, 2007 and 2006 and for the period of time considered part of the development stage from January 1, 2006 to December 31, 2008, included in the Registration Statement have been audited by Porter Keadle LLP, an independent registered public accounting firm, as set forth in its report appearing herein. Such financial statements have been so included in reliance upon the reports of such firm given upon its authority as an expert in accounting and auditing.

**LEGAL MATTERS**

The validity of the shares of our common stock offered by the selling stockholder has been passed upon by the law firm of Womble Carlyle Sandridge & Rice, PLLC, Atlanta, Georgia.

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**  
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
ON FINANCIAL STATEMENTS**

Board of Directors  
GeoVax Labs, Inc.  
Atlanta, Georgia

We have audited the accompanying consolidated balance sheet of GeoVax Labs, Inc. and subsidiary (a development stage company) (the Company) as of December 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2008, and for the period of time considered part of the development stage from January 1, 2006 to December 31, 2008, except we did not audit the Company's financial statements for the period from June 27, 2001 to December 31, 2005 which were audited by other auditors. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our

audits conducted in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GeoVax Labs, Inc. and subsidiary as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America.

Our audit of the consolidated financial statements also included the financial statement schedule of the Company, included in Item 15(a) of this Form 10-K. This schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audit of the consolidated financial statements. In our opinion, the financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), GeoVax Labs, Inc. and subsidiary's internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 5, 2009, expressed a qualified opinion on the effectiveness of GeoVax Labs, Inc.'s internal control over financial reporting.

ARTER KEADLE MOORE LLP

Atlanta, Georgia  
March 5, 2009

**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**  
**CONSOLIDATED BALANCE SHEETS**

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 2,191,180	\$ 1,990,356
Accounts receivable	311,368	93,260
Subscriptions receivable		897,450
Prepaid expenses and other	299,286	49,748
Current assets	2,801,834	3,030,814
Property and equipment, net of accumulated depreciation of \$112,795 and \$138,847 at December 31, 2008 and 2007, respectively	138,847	75,144
Intangible assets:		
Patents, net of accumulated amortization of \$134,276 and \$109,390 at December 31, 2008 and 2007, respectively	114,580	139,466
Other intangible assets	980	980
Other assets	115,560	140,446
Total assets	\$ 3,056,241	\$ 3,246,404
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 176,260	\$ 390,993
Accounts payable to related parties	170,162	156,225
Accrued salaries		51,320
Current liabilities	346,422	598,538
Commitments (Note 5)		
Stockholders' equity:		
Common stock, \$.001 par value, 900,000,000 shares authorized and 8,876 and 731,627,926 shares outstanding at December 31, 2008 and 2007, respectively	747,449	731,628
Additional paid-in capital	16,215,966	12,441,647
Accumulated deficit during the development stage	(14,253,596)	(10,525,409)
Stockholders' equity	2,709,819	2,647,866
Total liabilities and stockholders' equity	\$ 3,056,241	\$ 3,246,404





**GEOVAX LABS. INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Years Ended December 31,			From Inception (June 27, 2001) to December 31, 2008
	2008	2007	2006	
Revenue	\$ 2,910,170	\$ 237,004	\$ 852,905	\$ 6,558,355
Operating expenses:				
Research and development	3,741,489	1,757,125	665,863	12,491,663
Selling and administrative	2,970,068	2,784,182	843,335	8,598,125
	6,711,557	4,541,307	1,509,198	21,089,788
Income from operations	(3,801,387)	(4,304,303)	(656,293)	(14,531,433)
Net income (expense):				
Net income	73,200	62,507	72,127	283,506
Net expense				(5,669)
	73,200	62,507	72,127	277,837
Loss	\$ (3,728,187)	\$ (4,241,796)	\$ (584,166)	\$ (14,253,596)
Basic and diluted:				
Loss per common share	\$ (0.01)	\$ (0.01)	\$ (0.00)	\$ (0.03)
Weighted average shares	740,143,397	714,102,311	414,919,141	425,026,119

See accompanying report of independent registered public accounting firm and notes to financial statements.

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIENCY)**

	Common Stock		Additional Paid In Capital	Stock Subscription Receivable	Deficit Accumulated during the Development Stage	Total Stockholders Equity (Deficiency)
	Shares	Amount				
Equity at December 27, 2001)		\$	\$ 10	\$	\$	\$ 10
For the year ended December 31, 2001					(170,592)	(170,592)
Equity at December 31, 2001			10		(170,592)	(170,582)
For the year ended December 31, 2002	139,497,711	139,498	(139,028)			470
For the year ended December 31, 2002	35,226,695	35,227	113,629		(618,137)	148,856
For the year ended December 31, 2002					(618,137)	(618,137)
Equity at December 31, 2002	174,724,406	174,725	(25,389)		(788,729)	(639,393)
For the year ended December 31, 2003	61,463,911	61,464	2,398,145			2,459,609
For the year ended December 31, 2003					(947,804)	(947,804)
Equity at December 31, 2003	236,188,317	236,189	2,372,756		(1,736,533)	872,412
For the year ended December 31, 2004	74,130,250	74,130	2,915,789	(2,750,000)		239,919
For the year ended December 31, 2004				750,000		750,000
For the year ended December 31, 2004	2,470,998	2,471	97,529		(2,351,828)	100,000
For the year ended December 31, 2004					(2,351,828)	(2,351,828)
Equity at December 31, 2004	312,789,565	312,790	5,386,074	(2,000,000) 1,500,000	(4,088,361)	(389,497) 1,500,000

Shares received on conversion						
For the year ended December 31, 2005					(1,611,086)	(1,611,086)
Common stock	312,789,565	312,790	5,386,074	(500,000)	(5,699,447)	(500,583)
Shares received on conversion				500,000		500,000
Of preferred common stock	177,542,538	177,543	897,573			1,075,116
Common stock issued in connection with merger	217,994,566	217,994	1,494,855			1,712,849
Common stock warrant	2,841,274	2,841	(2,841)			
For the year ended December 31, 2006					(584,166)	(584,166)
Common stock for conversion	711,167,943	711,168	7,775,661		(6,283,613)	2,203,216
Common stock redemption	20,336,433	20,336	3,142,614			3,162,950
Common stock redemption exercise compensation	123,550	124	4,876			5,000
			1,518,496			1,518,496
For the year ended December 31, 2007					(4,241,796)	(4,241,796)
Common stock for the placement	731,627,926	731,628	12,441,647		(10,525,409)	2,647,866
Common stock related to the purchase with Fusion	8,806,449	8,806	1,356,194			1,365,000
Common stock redemption compensation:	6,514,501	6,515	399,576			406,091
Warrants			1,798,169			1,798,169
Common stock services	500,000	500	73,500			146,880
For the year ended December 31, 2008					(3,728,187)	(3,728,187)
December 31, 2008	747,448,876	\$ 747,449	\$ 16,215,966	\$	\$ (14,253,596)	\$ 2,709,819

accompanying report of independent registered public accounting firm and notes to financial statements.

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**GEOVAX LABS. INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended December 31,			From Inception (June 27, 2001) to December 31, 2008
	2008	2007	2006	
Cash flows from operating activities:				
Net loss	\$ (3,728,187)	\$ (4,241,796)	\$ (584,166)	\$ (14,253,596)
Adjustments to reconcile net loss to cash used in operating activities:				
Depreciation and amortization	61,014	54,461	49,095	247,071
Issuance of preferred stock				
Option value			58,561	346,673
Share-based compensation expense	2,019,049	1,518,496		3,537,545
Changes in assets and liabilities:				
Accounts receivable	(218,108)	(93,260)		(311,368)
Subscriptions receivable		(897,450)		
Prepaid expenses and other current assets	(249,538)	(11,618)	124,701	(299,286)
Accounts payable and accrued liabilities	(252,116)	405,424	(123,227)	346,422
Unearned grant revenue			(852,905)	
Other adjustments	1,360,301	976,053	(743,775)	3,866,077
Cash used in operating activities	(2,367,886)	(3,265,743)	(1,327,941)	(10,387,519)
Cash flows from investing activities:				
Acquisition of property and equipment	(99,831)		(69,466)	(251,642)
Cash used in investing activities	(99,831)		(69,466)	(251,642)
Cash flows from financing activities:				
Proceeds from sale of common stock	2,668,541	3,162,950	2,212,849	12,096,898
Proceeds from exercise of stock options		5,000		5,000
Proceeds from sale of preferred stock				728,443
Cash provided by financing activities	2,668,541	3,167,950	2,212,849	12,830,341
Net increase (decrease) in cash and cash equivalents	200,824	(97,793)	815,442	2,191,180

and cash equivalents at beginning of period	1,990,356	2,088,149	1,272,707	
and cash equivalents at end of	\$ 2,191,180	\$ 1,990,356	\$ 2,088,149	\$ 2,191,180
Supplemental disclosure of cash flow Information Interest paid	\$	\$	\$	\$ 5,669

Supplemental disclosure of non-cash investing and financing activities:

In connection with the Merger discussed in Note 6, all of the outstanding shares of the Company's mandatory redeemable convertible preferred stock were converted into shares of common stock as of September 28, 2006.

See accompanying report of independent registered public accounting firm and notes to financial statements.

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2008, 2007 and 2006 and  
 Period from Inception (June 27, 2001) to December 31, 2008**

**Nature of Business**

GeoVax Labs, Inc. ( GeoVax or the Company ), is a development stage biotechnology company focused on developing human vaccines for diseases caused by Human Immunodeficiency Virus (HIV) and other infectious diseases. As discussed in Note 3, the Company has exclusively licensed from Emory University vaccine technology that was developed in collaboration with the National Institutes of Health (NIH) and the Centers for Disease Control and Prevention (CDC).

The Company was originally incorporated in June 1988 under the laws of Illinois as Dauphin Technology, Inc. ( Dauphin ). Dauphin was unsuccessful and its operations were terminated in December 2003. In September 2006, Dauphin completed a merger (the Merger ) with GeoVax, Inc. which was incorporated under the laws of Georgia in June 2001 (date of inception ). As a result of the Merger, the shareholders of GeoVax, Inc. exchanged their shares of common stock for Dauphin common stock and GeoVax, Inc. became a wholly-owned subsidiary of Dauphin. In connection with the Merger, Dauphin changed its name to GeoVax Labs, Inc., replaced its officers and directors with those of GeoVax, Inc. and moved its offices to Atlanta, Georgia. The Company does not conduct any business other than GeoVax, Inc.'s business of developing human vaccines. The Merger was accounted for under the purchase method of accounting as a reverse acquisition in accordance with U.S. generally accepted accounting principles. Under this method of accounting, Dauphin was treated as the acquired company. Accordingly, all financial information prior to the date of Merger presented in the accompanying condensed consolidated financial statements, or in the notes herein, as well as any references to prior operations, are those of GeoVax, Inc. In June 2008, the Company was reincorporated under the laws of the State of Delaware.

The Company is devoting all of its present efforts to research and development. We have funded our activities to date almost exclusively from equity financings and government grants, and we will continue to require substantial financing to continue these activities.

In September 2007, the National Institutes of Health awarded the Company a grant of approximately \$15 million (approximately \$3 million awarded annually) to be funded over a 5 year period (see Note 4). And in May 2008, the Company entered into a \$10 million common stock purchase agreement with a third party institutional fund (see Note 5) which we are presently utilizing to meet our additional cash needs, there is currently approximately \$10 million remaining in undrawn funds pursuant to this arrangement. We expect that the proceeds from the NIH grant combined with our existing cash resources and our anticipated use of the common stock purchase agreement, will be sufficient to fund our planned activities through 2009 and into 2010. The extent to which we rely on the common stock purchase agreement as a source of funding will depend on a number of factors including the prevailing market price of our common stock and the extent to which we can secure working capital from other sources if we choose to seek such other sources.

While we believe that we will be successful in obtaining the necessary financing to fund our operations through the aforementioned financing arrangement or through other sources, the Company's ability to succeed in its operations is ultimately dependent upon management of our cash resources, successful development of our product candidates, entering into licensing, collaboration or partnership agreements, execution of future financings or transactions and ultimately, upon achievement of positive cash flow from operations. There can be



urance that additional funds will be available on terms acceptable to the Company or that the Company will become profitable.

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Summary of Significant Accounting Policies**

*Method of Presentation and Principles of Consolidation*

are thoroughly discussed in Note 6, the accompanying consolidated financial statements include the accounts of GeoVax, Inc. from inception together with those of GeoVax Labs, Inc. from September 28, 2006. All intercompany transactions have been eliminated in consolidation.

*Development-Stage Enterprise*

Company is a development stage enterprise as defined by Statement of Financial Accounting Standards (SFAS) No. 7, *Accounting and Reporting by Development Stage Enterprises*. All losses accumulated since inception (June 27, 2001) have been considered as part of the Company's development stage activities.

*Estimates*

Preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

*Cash and Cash Equivalents*

Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash and cash equivalents. Our cash and cash equivalents consist primarily of bank deposits and high yield money market funds. The recorded values approximate fair market values due to the short maturities.

*Carrying Value of Financial Instruments and Concentration of Credit Risk*

Financial instruments that subject us to concentration of credit risk consist primarily of cash and cash equivalents, which are maintained by a high credit quality financial institution. The carrying values reported in the balance sheet for cash and cash equivalents approximate fair values.

*Property and Equipment*

Property and equipment are stated at cost. Expenditures for maintenance and repairs are charged to operations as incurred, while additions and improvements are capitalized. Depreciation is computed using the straight-line method over the estimated useful lives of the assets which range from three to five years. Depreciation expense was \$36,128, \$29,575 and \$24,210 during the years ended December 31, 2008, 2007 and 2006, respectively.

*Intangible Assets*

assets consist principally of license agreements for the use of technology obtained through the issuance of company's common stock. These license agreements are amortized on a straight line basis over ten years. Amortization expense related to these agreements was \$24,886 during each of the years ended December 31, 2007 and 2006, respectively, and is expected to be \$24,886, \$24,886, \$24,886, \$19,923 and \$10,000 for the next five years, respectively.

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Impairment of Long-Lived Assets***

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future net cash flows expected to be generated by such assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the discounted expected future net cash flows from the assets.

***Accrued Liabilities***

As a part of the process of preparing our financial statements, we estimate expenses that we believe we have incurred, but have not yet been billed by our third party vendors. This process involves identifying services and expenses that have been performed by such vendors on our behalf and estimating the level to which they have been performed and the associated cost incurred for such service as of each balance sheet date in our financial statements. Examples of expenses for which we accrue include fees for professional services and fees owed to contract manufacturers in conjunction with the manufacture of vaccines for our clinical trials. We make these accruals based upon progress of activities related to contractual obligations and information received from vendors.

***Restatement for Recapitalization***

Share amounts and per share figures in the accompanying consolidated financial statements and the related disclosures have been restated for the 2006 recapitalization discussed in Note 6, based on the 29.6521 exchange ratio indicated therein.

***Loss Per Share***

Basic and diluted loss per common share are computed based on the weighted average number of common shares outstanding. All common share equivalents (which consist of options and warrants) are excluded from the computation of diluted loss per share since the effect would be antidilutive. Common share equivalents which potentially dilute basic earnings per share in the future, and which were excluded from the computation of diluted loss per share, totaled: 114,829,102; 93,637,594; and 56,431,032 shares at December 31, 2008, 2007 and 2006, respectively.

***Revenue Recognition***

We recognize revenue in accordance with the SEC's Staff Accounting Bulletin No. 101, *Revenue Recognition in Financial Statements*, as amended by Staff Accounting Bulletin No. 104, *Revenue Recognition*, (SAB 104). SAB 104 provides guidance in applying U.S. generally accepted accounting principles to revenue recognition and specifically addresses revenue recognition for upfront, nonrefundable fees received in connection with collaboration agreements. During 2008 and 2007, our revenue consisted of government grant revenue received directly from the National Institutes of Health (see Note 4); in prior years our revenue consisted of grant revenue subcontracted to us from Emory University pursuant to collaborative arrangements. Revenue from these

ements is approximately equal to the costs incurred and is recorded as income as the related costs are  
ed.

***Research and Development Expense***

Research and development expense primarily consists of costs incurred in the discovery, development, testing and  
manufacturing of the Company's product candidates. These expenses consist primarily of (i) fees

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

third-party service providers to perform, monitor and accumulate data related to the Company's preclinical and clinical trials, (ii) costs related to sponsored research agreements, (iii) the costs to procure and manufacture materials used in clinical trials, (iv) laboratory supplies and facility-related expenses to conduct development, and (v) salaries, benefits, and share-based compensation for personnel. These costs are charged to expense as incurred.

***Costs***

Expenditures relating to obtaining and protecting patents are charged to expense when incurred, and are recorded in general and administrative expense.

***Operating Results to Period Comparisons***

Operating results are expected to fluctuate for the foreseeable future. Therefore, period-to-period comparisons should not be relied upon as predictive of the results for future periods.

***Income Taxes***

We account for income taxes using the liability method. Under this method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted rates in effect for the year in which temporary differences are expected to be realized or settled. Deferred tax assets are reduced by a valuation allowance unless, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will be realized.

***Share-Based Compensation***

Effective January 1, 2006, we adopted Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payments* (SFAS 123R), which requires the measurement and recognition of compensation expense for all share-based payments made to employees and directors based on estimated fair values on the grant date. SFAS 123R replaces SFAS 123, *Accounting for Stock-Based Compensation* (SFAS 123), and supersedes Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*. We adopted SFAS 123R using the prospective application method, which requires us to apply the provisions of SFAS 123R prospectively to new awards and to awards modified, amended, or cancelled after December 31, 2005. Awards granted after December 31, 2005 are valued at fair value in accordance with the provisions of SFAS 123R and expensed on a straight line basis over the service period of each award. See Note 7 for additional stock-based compensation information.

***Recent Accounting Pronouncements***

Effective January 1, 2008, we adopted FASB Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 provides enhanced guidance for using fair value to measure assets and liabilities. SFAS 157 provides a common definition of fair value and establishes a framework to make the

measurement of fair value under generally accepted accounting principles more consistent and comparable. SFAS 157 also requires expanded disclosures to provide information about the extent to which fair value is used to measure assets and liabilities, the methods and assumptions used to measure fair value, and the effect of fair value measurements on earnings. In February 2008, the FASB issued Staff Position No. 157-2, ( FSP 157-2 ) which amended the January 1, 2008 effective date of SFAS 157 for all nonfinancial assets and nonfinancial liabilities, including those already being recognized or disclosed at fair value in the financial

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

ments on a recurring basis (at least annually), until January 1, 2009. Implementation of these standards had no impact on our results of operations, financial position, or cash flows.

On January 1, 2008, we adopted FASB Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ( SFAS 159 ). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value and report unrealized gains and losses in income. Such accounting is optional and is generally to be applied instrument by instrument. We currently have no financial instruments for which we are applying the fair value accounting option provided by SFAS 159, therefore the adoption of SFAS 159 had no impact on our results of operations, financial position, or cash flows.

On January 1, 2008, we adopted FASB Emerging Issues Task Force Issue No. 07-3, *Accounting for Non-refundable Advance Payments for Goods or Services to Be Used in Future Research and Development Activities* ( EITF 07-3 ). EITF No. 07-3 addresses the diversity that exists with respect to the accounting for the non-refundable portion of a payment made by a research and development entity for future research and development activities. Under EITF 07-3, an entity would defer and capitalize non-refundable advance payments for research and development activities until the related goods are delivered or the related services are rendered. The adoption of EITF 07-3 did not have a material impact on our results of operations, financial position, or cash flows.

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, *Disclosures about Derivative Instruments and Hedging Activities* ( SFAS 161 ). SFAS 161 amends and expands the disclosure requirements of SFAS 133, *Accounting for Derivative Instruments and Hedging*. SFAS 161 is effective for fiscal years beginning after November 15, 2008. We will adopt SFAS 161 in the first quarter of 2009 and currently anticipate such adoption to have no impact on our results of operations, financial position, or cash flows.

In April 2008, the FASB issued Staff Position No. 142-3, *Determination of the Useful Life of Intangible Assets* ( FSP 142-3 ). FSP 142-3 amends the factors that should be considered in developing renewal or extension options used to determine the useful life of a recognized intangible asset under FASB Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*. FSP 142-3 will be effective for us in the first quarter of 2009. We are currently assessing the impact of FSP 142-3 on our financial statements.

In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162, *The Hierarchy of Generally Accepted Accounting Principles* ( SFAS 162 ). SFAS 162 identifies the sources of accounting principles in the framework for selecting the principles to be used in the preparation of financial statements of governmental entities that are presented in conformity with generally accepted accounting principles in the United States. SFAS 162 will become effective 60 days following Securities and Exchange Commission ( SEC ) approval of the Public Company Accounting Oversight Board (PCAOB) amendments to AU Section 411, *The Application of Accounting Principles in Conformity With Generally Accepted Accounting Principles*. We do not anticipate the adoption of SFAS 162 will have a material impact on our results of operations, financial position, or cash flows.

In June 2008, the FASB issued Staff Position No. EITF 03-6-1, *Determining Whether Instruments Granted in Connection With Equity-Based Payment Transactions Are Participating Securities* ( EITF 03-6-1 ). EITF 03-6-1 addresses whether



ments granted in share-based payment transactions are participating securities prior to vesting, and therefore, to be included in the earnings allocation in calculating earnings per share under the two-class method described in FASB Statement of Financial Accounting Standards No. 128, *Earnings per Share*. EITF 03-6-1 requires companies to treat unvested share-based payment awards that have non-forfeitable rights to dividend or dividend equivalents as a separate class of securities in calculating

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

gs per share. EITF 03-6-1 will be effective for us in the first quarter of 2009. We do not expect that such on will have a material, if any, effect on our results of operations, financial position, or cash flows.

not believe that any other recently issued, but not yet effective, accounting standards if currently adopted have a material effect on our financial statements.

**License Agreements**

*License* During 2002, we entered into a license agreement with Emory University (the Emory License ), a party, for technology required in conjunction with certain products under development by us in exchange 226,695 shares of our common stock valued at \$148,856. The Emory License expires on the date of the expiration date of the underlying patents. The Emory License, among other contractual obligations, requires payments based on milestone achievements, royalties on our sales or on payments to us by our sublicensees, and amount of maintenance fees in the event certain milestones are not met within the time periods specified in the agreement.

*License* During 2004, we entered into a license agreement with MFD, Inc. in exchange for 998 shares of our common stock valued at \$100,000. Pursuant to this agreement, we obtained a fully paid, worldwide, irrevocable exclusive license to certain patents covering technology that may be employed by our products.

**NIH Grant**

In September 2007, the National Institutes of Health (NIH) awarded us an Integrated Preclinical/Clinical AIDS Vaccine Development (IPCAVD) grant to support our HIV/AIDS vaccine program. The project period for the grant, which is renewable annually, covers a five year period which commenced October 2007, with an expected annual award of approximately \$3 million per year, or \$15 million in the aggregate. We are utilizing this funding for our HIV/AIDS vaccine development, optimization, production and human clinical trial testing. We recognize revenue associated with the grant as the related costs and expenses are incurred. During 2008 and 2007, we recorded \$2,910,170 and \$237,004, respectively, of revenue associated with the grant.

**Lease Commitments**

We lease the office and laboratory space used for our operations in Atlanta under a lease agreement on a month-to-month basis from Emtech Biotechnology Development, Inc., a related party associated with Emory University. We also share the lease expense for office space in the Chicago area for one of our officers /directors, who are not obligated under any lease agreement for such space. Rent expense totaled \$71,041, \$56,588 and \$11,000 for the years ended December 31, 2008, 2007 and 2006, respectively.

*Manufacturing Contracts* At December 31, 2008, there are approximately \$203,000 of unrecorded contractual commitments associated with our vaccine manufacturing activities, for services expected to be rendered to us in 2009.

*Letter of Intent* In July 2008, we signed a non-binding letter of intent for a proposed license and development agreement for the use of vaccine manufacturing technology owned by Vivalis S.A., a French pharmaceutical company. Subsequent to the signing of the letter of intent, we paid a signing fee of approximately \$241,000 to Vivalis (recorded as a Prepaid Expense in the accompanying Consolidated Balance Sheet) and, upon execution of the final license agreement, we will incur a commitment of approximately \$900,000 contribution to the development effort, expected to be incurred during the remainder of 2009 and early 2010. As the development milestone fees are denominated in Euros, this estimate of our financial commitment is based on current exchange rates; the actual amounts will be greater or lesser, depending on the actual exchange rates at the time of each milestone achievement.

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**06 Merger and Recapitalization**

In January 2006, Dauphin Technology, Inc. and GeoVax, Inc. entered into an Agreement and Plan of Merger (the "Merger Agreement"), which was consummated on September 28, 2006. In accordance with the Merger Agreement, GeoVax, Inc. (the "Acquired Company"), a wholly-owned subsidiary of Dauphin Technology, Inc., merged with and into GeoVax, Inc., and GeoVax, Inc. survived the merger and became a wholly-owned subsidiary of Dauphin (the "Merger"). Dauphin then changed its name to GeoVax Labs, Inc. Following the Merger, common shareholders of GeoVax, Inc. and holders of GeoVax, Inc. redeemable convertible preferred stock received 29.6521 shares of the Company's common stock for each share of GeoVax, Inc. common or preferred stock, or a total of 490,332,103 shares (approximately 70.8% of the Company's 708,326,669 shares of common stock then outstanding).

The Merger was accounted for under the purchase method of accounting as a reverse acquisition in accordance with accounting principles generally accepted in the United States for accounting and financial reporting purposes. Under this method of accounting, Dauphin was treated as the "acquired" company. In accordance with the accounting principles applicable to these circumstances, the Merger was considered to be a capital transaction in substance. Accordingly, for accounting purposes, the Merger was treated as the equivalent of GeoVax, Inc. issuing stock for the net monetary assets of Dauphin, accompanied by a recapitalization. The net monetary assets of Dauphin (consisting primarily of cash) were stated at their fair values, essentially equivalent to historical costs, with no goodwill or other intangible assets recorded. The deficit accumulated during the development stage of GeoVax, Inc. was carried forward after the Merger. The accompanying consolidated financial statements reflect the operations of GeoVax, Inc. prior to the Merger, and of the combined companies subsequent to the Merger.

**Stockholders' Equity**

**Common Stock Transactions**

In January 2007, we sold 1,543,210 shares of our common stock to two individual accredited investors for an aggregate purchase price of \$250,000. We also issued to the investors warrants to purchase an aggregate of 1,543,210 shares of common stock at a price of \$0.75 per share, expiring on December 31, 2009.

In January 2007, we issued 123,550 shares of our common stock to a former employee for an aggregate purchase price of \$5,000, pursuant to the exercise of stock options.

In January 2007, we entered into a Subscription Agreement with an institutional investor (the "Investor"), pursuant to which we agreed to sell shares of our common stock at a price of \$0.155 per share for an aggregate purchase price of \$300,000. The transaction was to be consummated in two closings, during August and November. We also agreed to issue to the Investor a 3 year stock purchase warrant to purchase shares of our common stock at an exercise price of \$0.33 per share. In September 2007, the Investor advanced \$300,000 to us as payment towards the obligation associated with the first closing, but defaulted on its remaining obligation. In December 2007, we worked with the Investor through the issuance of a pro rata portion of the shares (1,935,484 shares) and warrants (1,429 warrants) which would have been issued upon the first closing, in exchange for the \$300,000 advanced

September and December 2007, we sold an aggregate of 16,857,739 shares of our common stock to twenty-six individual accredited investors for an aggregate purchase price of \$2,612,950. We also issued to the investors warrants to purchase an aggregate of 26,733,470 shares of common stock at a price of \$0.33 per share, 15,096,774 of which expire in December 2012, with the remainder expiring in November/December 2011.

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

January 2008, we entered into an agreement with a third party consultant for investor relations and financial consulting services which provided for the issuance during 2008 of an aggregate of 500,000 shares of our common stock. During 2008 we recorded general and administrative expense of \$74,000 related to the issuance of common stock pursuant to this arrangement. We also issued a warrant to purchase a total of 2,700,000 shares of common stock at an exercise price of \$0.33 per share, which expires in December 2011. (see Compensatory Warrants below in this footnote). Concurrent with the execution of this agreement, we terminated a prior agreement with the consultant, resulting in the cancellation of 2,700,000 of the previously issued warrants.

During April and May 2008, we sold an aggregate of 8,806,449 shares of our common stock to 16 individual accredited investors for an aggregate purchase price of \$1,365,000. We also issued to the investors warrants to purchase an aggregate of 14,104,841 shares of common stock at a price of \$0.33 per share, 8,258,065 of which expire in May 2013, with the remainder expiring in April/May 2012.

**Common Stock Purchase Agreement**

In July 2008, we signed a common stock purchase agreement (the Purchase Agreement) with Fusion Capital Management, LLC (Fusion). The Purchase Agreement allows us to require Fusion to purchase up to \$10 million of our common stock in amounts ranging from \$80,000 to \$1.0 million per purchase transaction, depending on certain conditions, from time to time over a 25-month period beginning July 1, 2008, the date on which the SEC declared effective the registration statement related to the transaction.

The purchase price of the shares relating to the \$10 million of future funding will be based on the prevailing market prices of our shares at the times of the sales without any fixed discount, and we will control the timing and amounts of any sales of shares to Fusion. Fusion does not have the right or the obligation to purchase any shares of common stock on any business day that the purchase price of our common stock is below \$0.05 per share. The Purchase Agreement may be terminated by us at any time at our discretion without any additional cost to us. There are no negative covenants, restrictions on future financings, penalties or liquidated damages in the Purchase Agreement.

In consideration for entering into the Purchase Agreement, and upon the execution of the Purchase Agreement we issued to Fusion 2,480,510 shares of our common stock as a commitment fee, and we agreed to issue to Fusion up to an additional 2,480,510 commitment fee shares, on a pro rata basis, as we receive the \$10 million of future funding. We also issued 200,000 shares of our common stock to Fusion (together with a nominal cash advance) as reimbursement for due diligence expenses. At that time we reserved a total of 37,480,510 of our authorized but unissued shares, in the aggregate, for issuance pursuant to the Purchase Agreement (including the 2,480,510 unissued commitment fee shares). The aggregate value of the commitment fee shares, due diligence fee shares and cash payment issued to Fusion, together with the legal and accounting fees associated with the transaction and the registration, was charged to stockholders' equity during 2008 upon the issuance of shares sold to Fusion pursuant to the Purchase Agreement. During 2008 we sold 3,709,964 shares to Fusion under the terms of the Purchase Agreement for an aggregate purchase price of \$500,000, and issued an additional 124,027 shares to Fusion pursuant to our deferred commitment fee arrangement. During 2009 (through March 5), we sold another 1,446 shares to Fusion for an aggregate purchase price of \$240,000, and issued an additional 59,532 shares to Fusion pursuant to our deferred commitment fee arrangement.

Options

2006 we adopted the GeoVax Labs, Inc. 2006 Equity Incentive Plan (the "2006 Plan") for the granting of incentive stock options (ISOs), nonqualified stock options, restricted stock awards or restricted stock awards to employees, officers, directors, consultants and advisors of the Company. The exercise price

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

any option granted may not be less than fair value (110% of fair value for ISO s granted to certain employees). Options granted under the plans have a maximum ten-year term and generally vest over four years. The Company reserved 51,000,000 shares of its common stock for issuance under the 2006 Plan.

Summary of our stock option activity under the 2006 Plan as of December 31, 2008, and changes during the period then ended is presented below:

	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (yrs)	Aggregate Intrinsic Value
Outstanding at January 1, 2008	39,861,090	\$ 0.12		
Granted	7,220,000	0.27		
Rescinded				
Expired or exercised	(133,333)	0.36		
Outstanding at December 31, 2008	46,947,757	\$ 0.12	6.3	\$ 1,613,776
Available at December 31, 2008	35,424,425	\$ 0.10	5.4	\$ 1,613,776

Additional information concerning our stock options for the years ended December 31, 2008, 2007 and 2006 is as follows:

	2008	2007	2006
Weighted average fair value of options granted during the period	\$ 0.12	\$ 0.30	\$
Intrinsic value of options exercised during the period		22,181	
Fair value of options vested during the period	1,074,454	1,156,020	104,837

We used a Black-Scholes model for determining the grant date fair value of our stock option grants. This model requires certain information, such as the interest rate on a risk-free security with a term generally equivalent to the expected life of the option being valued and requires certain other assumptions, such as the expected amount of stock options that will be outstanding until it is exercised or expired, to calculate the fair value of stock options. The significant assumptions we used in our fair value calculations were as follows (during 2006, we did not exercise any stock options; therefore, fair value calculations were not required):



	<b>2008</b>	<b>2007</b>	<b>2006</b>
ted average risk-free interest rates	2.9%	4.5%	
ted dividend yield	0.0%	0.0%	
ted life of option	7 yrs	6.8 yrs	
ted volatility	100.5%	135%	

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

stock-based compensation expense related to the 2006 Plan was \$1,798,169, \$1,296,196 and \$-0- during the years ended December 31, 2008, 2007 and 2006, respectively. The 2008 and 2007 expense includes \$425,725 and \$284,113, respectively, associated with extensions of previously issued stock option grants (accounted for as compensation expenses) which were due to expire in 2007 to 2011. Stock option expense is allocated to research and development expense or to general and administrative expense based on the related employee classifications and corresponds to the allocation of employee salaries. For the three years ended December 31, 2008, stock option expense was allocated as follows:

	2008	2007	2006
General and administrative expense	\$ 1,304,128	\$ 1,012,083	\$ -
Research and development expense	494,041	284,113	-
Stock option expense	\$ 1,798,169	\$ 1,296,196	\$ -

As of December 31, 2008, there was \$1,842,514 of unrecognized compensation expense related to stock-based compensation arrangements. The unrecognized compensation expense is expected to be recognized over a weighted average remaining period of 1.7 years.

**Compensatory Warrants**

From time to time, we issue stock purchase warrants to consultants or others in exchange for services. A summary of our compensatory warrant activity as of December 31, 2008, and changes during the year then ended is presented below:

	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (yrs)	Aggregate Intrinsic Value
Outstanding at January 1, 2008	2,700,000	\$ 0.33		
Granted	2,700,000	0.33		
Expired or exercised	(2,700,000)	0.33		
Outstanding at December 31, 2008	2,700,000	\$ 0.33	3.0	\$ -
Not exercisable at December 31, 2008	2,700,000	\$ 0.33	3.0	\$ -

Additional information concerning our compensatory warrants for the years ended December 31, 2008, 2007 and 2006 is as follows:

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Weighted average fair value of warrants granted during the period	\$ 0.05	\$ 0.25	\$
Weighted average fair value of warrants exercised during the period			
Weighted average fair value of warrants vested during the period	146,880	266,760	

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

we used a Black-Scholes model for determining the grant date fair value of our compensatory warrants. The significant assumptions we used in our fair value calculations were as follows:

	<b>2008</b>	<b>2007</b>	<b>2006</b>
Weighted average risk-free interest rates	2.01%	4.6%	
Weighted dividend yield	0.0%	0.0%	
Weighted life of option	2.5 yrs	3 yrs	
Weighted volatility	99.0%	113.6%	

Expense associated with compensatory warrants was \$146,880, \$222,300 and \$-0- during the years ended December 31, 2008, 2007 and 2006, respectively. All such expense was allocated to general and administrative expense. As of December 31, 2008, there was no unrecognized compensation expense related to our compensatory warrant arrangements.

**Warrant Arrangements**

In addition to outstanding stock options and compensatory warrants, as of December 31, 2008 we have a total of 1,345 outstanding stock purchase warrants issued to investors with exercise prices ranging from \$0.07 to \$0.25 per share. Such warrants have a weighted-average exercise price of \$0.25 per share and a weighted-average contractual life of 2.6 years.

**Retirement Plan**

The Company allows employees to participate in a multi-employer defined contribution retirement plan (the "401k Plan") administered by a third party service provider, and the Company contributes to the 401k Plan on behalf of its employees based upon a defined contribution formula. During the years ended December 31, 2008, 2007 and 2006 our contributions to the 401k Plan were \$11,691, \$6,535 and \$6,744, respectively.

**Income Taxes**

As of December 31, 2008, we have a consolidated federal net operating loss ("NOL") carryforward of approximately \$11.5 million, available to offset against future taxable income which expires in varying amounts in 2010 through 2027. Additionally, we have approximately \$355,000 in research and development ("R&D") tax credits that expire in 2012 through 2027 unless utilized earlier. No income taxes have been paid to date.

As a result of the Merger discussed in Note 6, our NOL carryforward increased substantially due to the addition of approximately \$59.7 million of historical NOL carryforwards for Dauphin Technology, Inc. However, Section 382 of the Internal Revenue Code contains provisions that may limit our utilization of NOL and R&D tax carryforwards in any given year as a result of significant changes in ownership interests that have occurred in past periods or may occur in future periods.



**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Deferred income taxes reflect the net effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of deferred tax assets and liabilities included the following at December 31, 2008 and 2007:

	2008	2007
Deferred tax assets:		
Operating loss carryforward	\$ 24,220,837	\$ 23,573,036
Research and development tax credit carryforward	354,581	354,581
Employee based compensation expense	1,202,765	516,288
Deferred tax assets	25,778,183	24,443,905
Deferred tax liabilities:		
Valuation	8,738	6,994
Deferred tax liabilities	8,738	6,994
Deferred tax assets	25,769,445	24,436,911
Valuation allowance	(25,769,445)	(24,436,911)
	\$	\$

We have established a full valuation allowance equal to the amount of our net deferred tax assets due to uncertainties with respect to our ability to generate sufficient taxable income to realize these assets in the future.

Reconciliation of the income tax benefit on losses at the U.S. federal statutory rate to the reported income tax expense is as follows:

	2008	2007	2006
Federal statutory rate applied to pretax loss	\$ (1,267,584)	\$ (1,442,211)	\$ (198,616)
Permanent differences	3,054	4,719	22,208
Research and development credits		100,296	51,863
Change in valuation allowance (excluding impact of the amount discussed in Note 6)	1,264,530	1,337,196	124,545
Reported income tax expense	\$	\$	\$

**Related Party Transactions**

are obligated to reimburse Emory University (a significant stockholder of the Company) for certain prior and ongoing costs in connection with the filing, prosecution and maintenance of patent applications subject to the License (see Note 3). The expense associated with these ongoing patent cost reimbursements to Emory totaled \$102,141, \$243,653 and \$98,842 for the years ended December 31, 2008, 2007 and 2006, respectively. As of December 31, 2008, we have recorded \$18,974 in accounts payable and accrued expenses related to patent costs reimbursements to Emory.

In 2008, we entered into two subcontracts with Emory for the purpose of conducting research and development activities associated with our grant from the NIH (see Note 4). During 2008, we recorded \$723,887 of expense associated with these subcontracts, \$151,188 of which was owed to Emory as of December 31, 2008. Amounts paid to Emory under these subcontracts are reimbursable to us pursuant to the NIH grant.

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In March 2008, we entered into a consulting agreement with Donald Hildebrand, the Chairman of our Board of Directors and our former President & Chief Executive Officer, pursuant to which Mr. Hildebrand provides business and technical advisory services to the Company. The term of the consulting agreement began on April 1, 2008 and will end on December 31, 2009. During 2008, we recorded \$64,000 of expense associated with the consulting agreement. No amounts were owed to Mr. Hildebrand as of December 31, 2008.

**Selected Quarterly Financial Data (unaudited)**

Summary of selected quarterly financial data for 2008 and 2007 is as follows:

	<b>2008 Quarter Ended</b>			
	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
Revenue from grants	\$ 599,991	\$ 376,078	\$ 1,322,502	\$ 611,599
Expenses	(682,510)	(1,284,352)	(722,108)	(1,039,217)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	<b>2007 Quarter Ended</b>			
	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
Revenue from grants	\$	\$	\$	\$ 237,004
Expenses	(587,281)	(1,333,126)	(1,165,519)	(1,155,870)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

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## GEOVAX LABS, INC.

## SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS

For the Years Ended December 31, 2008, 2007 and 2006

Description	Balance at Beginning of Period	Additions			Balance at End of Period
		Charged to Costs and Expenses	Charged to Other Accounts	Deductions	
Amount Deducted in the Balance					
Asset to Which it Applies:					
Balance for Deferred Tax Assets					
Ended December 31, 2008	\$ 24,436,911	\$ 1,332,534	\$	\$	\$ 25,769,445
Ended December 31, 2007	\$ 22,792,303	\$ 1,644,608	\$	\$	\$ 24,436,911
Ended December 31, 2006	2,257,226	20,535,077	\$	\$	22,792,303

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**Table of Contents****Part I FINANCIAL INFORMATION****Financial Statements**

**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	March 31, 2009 (Unaudited)	December 31, 2008
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,970,971	\$ 2,191,180
Accounts receivable	285,112	311,368
Prepaid expenses and other	273,683	299,286
Current assets	2,529,766	2,801,834
Property and equipment, net of accumulated depreciation of \$123,824 and \$95 at March 31, 2009 and December 31, 2008, respectively	127,818	138,847
Intangible assets:		
Patents, net of accumulated amortization of \$140,497 and \$134,276 at March 31, 2009 and December 31, 2008, respectively	108,359	114,580
Other intangible assets and other	3,480	980
Other assets	111,839	115,560
Assets	\$ 2,769,423	\$ 3,056,241
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 169,293	\$ 176,260
Accounts payable to Emory University (a related party)	123,000	170,162
Current liabilities	292,293	346,422
Commitments		
Stockholders' equity:		
Common stock, \$.001 par value, 900,000,000 shares authorized; 88,854 and 747,448,876 shares outstanding at March 31, 2009 and December 31, 2008, respectively	749,909	747,449
Additional paid-in capital	16,842,326	16,215,966
Accumulated deficit during the development stage	(15,115,105)	(14,253,596)

stockholders' equity	2,477,130	2,709,819
liabilities and stockholders' equity	\$ 2,769,423	\$ 3,056,241

See accompanying notes to financial statements.

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	Three Months Ended March 31,		From Inception (June 27, 2001) to March 31, 2009
	2009	2008	
Revenue	\$ 710,155	\$ 599,991	\$ 7,268,510
Operating expenses:			
Research and development	857,236	603,478	13,348,899
Selling and administrative	723,815	705,642	9,321,940
Operating expenses	1,581,051	1,309,120	22,670,839
Loss from operations	(870,896)	(709,129)	(15,402,329)
Income (expense):			
Net income	9,387	26,619	292,893
Net expense			(5,669)
Other income (expense)	9,387	26,619	287,224
Loss	\$ (861,509)	\$ (682,510)	\$ (15,115,105)
Loss per share, basic and diluted:			
Per common share	\$ (0.00)	\$ (0.00)	\$ (0.03)
Weighted average shares outstanding	748,875,047	731,794,959	436,755,054

See accompanying notes to financial statements.

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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIENCY)**

	Common Stock		Additional Paid In Capital	Stock Subscription Receivable	Deficit Accumulated during the Development Stage	Total Stockholders Equity (Deficiency)	
	Shares	Amount					
Balance at beginning of period (June 27, 2014)		\$	\$	10	\$	\$	10
Net loss for the period ended December 31, 2014					(170,592)	(170,592)	
Balance at December 31, 2014			10		(170,592)	(170,582)	
Issuance of common stock for cash	139,497,711	139,498	(139,028)			470	
Issuance of common stock for technology license	35,226,695	35,227	113,629			148,856	
Net loss for the period ended December 31, 2015					(618,137)	(618,137)	
Balance at December 31, 2015	174,724,406	174,725	(25,389)		(788,729)	(639,393)	
Issuance of common stock for cash	61,463,911	61,464	2,398,145			2,459,609	
Net loss for the period ended December 31, 2016					(947,804)	(947,804)	
Balance at December 31, 2016	236,188,317	236,189	2,372,756		(1,736,533)	872,412	
Issuance of common stock for cash and subscription receivable	74,130,250	74,130	2,915,789	(2,750,000)		239,919	

Payments made on stock repurchase				750,000		750,000
Change in fair value of common stock for technology license	2,470,998	2,471	97,529			100,000
Net change for the period ended December 31,					(2,351,828)	(2,351,828)
Balance at December 31,	312,789,565	312,790	5,386,074	(2,000,000)	(4,088,361)	(389,497)
Payments made on stock repurchase				1,500,000		1,500,000
Net change for the period ended December 31,					(1,611,086)	(1,611,086)
Balance at December 31,	312,789,565	312,790	5,386,074	(500,000)	(5,699,447)	(500,583)
Payments made on stock repurchase				500,000		500,000
Conversion of preferred stock to common stock	177,542,538	177,543	897,573			1,075,116
Change in common stock in connection with	217,994,566	217,994	1,494,855			1,712,849
Change in fair value of common stock for warrants	2,841,274	2,841	(2,841)			
Net change for the period ended December 31,					(584,166)	(584,166)
Balance at December 31,	711,167,943	711,168	7,775,661		(6,283,613)	2,203,216
	20,336,433	20,336	3,142,614			3,162,950

of common					
for cash					
ce of					
on stock					
stock option					
se	123,550	124	4,876		5,000
based					
nsation					
se			1,518,496		1,518,496
ss for the					
nded					
ber 31,				(4,241,796)	(4,241,796)
ce at					
ber 31,	731,627,926	731,628	12,441,647	(10,525,409)	2,647,866

Continued on following page  
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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**

**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIENCY)**

	Common Stock		Additional Paid In Capital	Stock Subscription Receivable	Deficit Accumulated during the Development Stage	Total Stockholders' Equity (Deficiency)
	Shares	Amount				
Balance at December 31, 2007	731,627,926	731,628	12,441,647		(10,525,409)	2,647,866
Issuance of common stock for cash in placement transactions	8,806,449	8,806	1,356,194			1,365,000
Transactions related to common stock purchase agreement						
Issuance of Common Capital based on satisfaction:	6,514,501	6,515	399,576			406,091
Options			1,798,169			1,798,169
Warrant			146,880			146,880
Issuance of common stock for consulting services	500,000	500	73,500			74,000
Loss for the year ended December 31,					(3,728,187)	(3,728,187)
Balance at December 31, 2008	747,448,876	747,449	16,215,966		(14,253,596)	2,709,819
Transactions related to common stock purchase agreement						
Issuance of Common Capital (limited)	2,459,978	2,460	237,540			240,000
Issuance of Common Capital based on satisfaction						
Warrant (unaudited)			388,820			388,820
Loss for the three months ended March 31, 2009 (limited)					(861,509)	(861,509)
Balance at March 31, (unaudited)	749,908,854	\$ 749,909	\$ 16,842,326	\$	\$ (15,115,105)	\$ 2,477,130



See accompanying notes to financial statements.  
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**GEOVAX LABS, INC.**  
**(A DEVELOPMENT STAGE ENTERPRISE)**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(unaudited)**

	Three Months Ended		From Inception
	March 31,		(June 27, 2001)
	2009	2008	to March 31, 2009
Cash flows from operating activities:			
Net loss	\$ (861,509)	\$ (682,510)	\$ (15,115,105)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	17,250	12,688	264,321
Change in value of preferred stock redemption value			346,673
Share-based compensation expense	388,820	398,596	3,926,365
Changes in assets and liabilities:			
Accounts receivable	26,256	(26,676)	(285,112)
Prepaid expenses and other current assets	25,603	(3,199)	(273,683)
Other assets	(2,500)		(3,480)
Accounts payable and accrued expenses	(54,129)	(463,870)	292,293
Other adjustments	401,300	(82,461)	4,267,377
Cash used in operating activities	(460,209)	(764,971)	(10,847,728)
Cash flows from investing activities:			
Acquisition of property and equipment		(2,238)	(251,642)
Cash used in investing activities		(2,238)	(251,642)
Cash flows from financing activities:			
Proceeds from sale of common stock	240,000	897,450	12,336,898
Proceeds from exercise of stock options			5,000
Proceeds from sale of preferred stock			728,443
Cash provided by financing activities	240,000	897,450	13,070,341
Increase (decrease) in cash and cash equivalents	(220,209)	130,241	1,970,971
Cash and cash equivalents at beginning of period	2,191,180	1,990,356	
Cash and cash equivalents at end of period	\$ 1,970,971	\$ 2,120,597	\$ 1,970,971
Supplemental disclosure of cash flow information:			
Interest paid	\$	\$	\$ 5,669

See accompanying notes to financial statements.



**GEOVAX LABS, INC.**  
**(A DEVELOPMENT-STAGE ENTERPRISE)**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**  
**March 31, 2009**

**Description of Company and Basis of Presentation**

GeoVax Labs, Inc. (GeoVax or the Company), is a biotechnology company focused on developing human vaccines for diseases caused by Human Immunodeficiency Virus (HIV) and other infectious agents. The Company has exclusively licensed from Emory University (Emory) vaccine technology which was developed in collaboration with the National Institutes of Health (NIH) and the Centers for Disease Control and Prevention (CDC). The Company is incorporated under the laws of the State of Delaware and its principal offices are located in Atlanta, Georgia.

The Company is devoting all of its present efforts to research and development and is a development stage enterprise as defined by Statement of Financial Accounting Standards (SFAS) No. 7, *Accounting and Reporting for Development Stage Enterprises*. The accompanying financial statements at March 31, 2009 and for the three periods ended March 31, 2009 and 2008 are unaudited, but include all adjustments, consisting of normal accrual entries, which we believe to be necessary for a fair presentation of the dates and periods presented. Our results are not necessarily indicative of results for a full year. The financial statements should be read in conjunction with our audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008. Our operating results are expected to fluctuate for the foreseeable future. Therefore, period-to-period comparisons should not be relied upon as predictive of the results in future periods. The Company disclosed in Note 2 to its financial statements included in the Form 10-K for the year ended December 31, 2008 those accounting policies that it considers significant in determining its results of operations and financial position. There have been no material changes to, or application of, the accounting policies previously identified and described in the Form 10-K.

**Accounting Pronouncements**

Effective January 1, 2008, we adopted Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 provides enhanced guidance regarding fair value to measure assets and liabilities. SFAS 157 provides a common definition of fair value and establishes a framework to make the measurement of fair value under generally accepted accounting principles consistent and comparable. SFAS 157 also requires expanded disclosures to provide information about the assets and liabilities to which fair value is used to measure assets and liabilities, the methods and assumptions used to measure fair value, and the effect of fair value measures on earnings. In February 2008, the FASB issued Staff Position No. 157-2 (FSP 157-2) which delayed the January 1, 2008 effective date of SFAS 157 for all nonfinancial assets and liabilities, except those already being recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until January 1, 2009. Implementation of these standards had no effect on our results of operations, financial position, or cash flows.

Effective January 1, 2009, we adopted FASB Statement of Financial Accounting Standards No. 161, *Disclosures of Derivative Instruments and Hedging Activities* (SFAS 161). SFAS 161 amends and expands the disclosure requirements of SFAS 133, *Accounting for Derivative Instruments and Hedging*. The adoption of SFAS 161 had no effect on our results of operations, financial position, or cash flows.

Effective January 1, 2009, we adopted FASB Staff Position No. 142-3, *Determination of the Useful Life of Intangible Assets* (FSP 142-3). FSP 142-3 amends the factors that should be considered in developing renewal or amortization assumptions used to determine the useful life of a recognized intangible asset under FASB Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*. The adoption of FSP 142-3 had no effect on our results of operations, financial position, or cash flows.

Effective January 1, 2009, we adopted FASB Staff Position No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities* (EITF 03-6-1). EITF 03-6-1 clarifies whether instruments granted in share-based payment transactions are participating securities prior to

g, and therefore, need to be included in the earnings allocation in calculating earnings per share under the  
ass method described in FASB Statement of Financial Accounting Standards No. 128, *Earnings per Share*.  
03-6-1 requires companies to treat

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of share-based payment awards that have non-forfeitable rights to dividend or dividend equivalents as a separate class of securities in calculating earnings per share. The adoption of EITF 03-6-1 had no effect on our results of operations, financial position, or cash flows.

In July 2008, the FASB issued Statement of Financial Accounting Standards No. 162, *The Hierarchy of Generally Accepted Accounting Principles* (SFAS 162). SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. SFAS 162 will become effective 60 days following Securities and Exchange Commission (SEC) approval of the Public Company Accounting Oversight Board (PCAOB) amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. We do not anticipate the adoption of SFAS 162 will have a material, if any, effect on our results of operations, financial position, or cash flows.

In April 2009, the FASB issued Staff Position FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* (FSP FAS 107-1 and APB 28-1). FSP FAS 107-1 and APB 28-1 amends FASB Statement 107, *Disclosures about Fair Value of Financial Instruments*, to require disclosures about fair value of financial instruments in interim as well as in annual financial statements. FSP FAS 107-1 and APB 28-1 also amends APB Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in all interim financial statements. FSP FAS 107-1 and APB 28-1 is effective for periods ending after June 15, 2009. We will adopt FSP FAS 107-1 and APB 28-1 in the second quarter of 2009 and currently do not expect that such adoption will have a material, if any, effect on our results of operations, financial position, or cash flows.

We do not believe that any other recently issued, but not yet effective, accounting or reporting standards if adopted would have a material effect on our financial statements.

**Basic and Diluted Loss Per Common Share**

Basic net loss per share is computed using the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed using the weighted-average number of common shares and potentially dilutive common shares outstanding during the period. Potentially dilutive common shares primarily consist of employee stock options and warrants issued to investors. Common share equivalents which potentially dilute basic earnings per share in the future, and which were excluded from the computation of diluted loss per share, as the effect would be anti-dilutive, totaled approximately 114.8 million and 93.6 million shares at March 31, 2009 and 2008, respectively.

**Common Stockholders' Equity****Common Stock Purchase Agreement**

In July 2008, we signed a common stock purchase agreement (the Purchase Agreement) with Fusion Capital Fund I, L.P. (Fusion). The Purchase Agreement allows us to require Fusion to purchase up to \$10 million of our common stock in amounts ranging from \$80,000 to \$1.0 million per purchase transaction, depending on certain conditions, from time to time over a 25-month period beginning July 1, 2008, the date on which the SEC declared effective the registration statement related to the transaction.

The purchase price of the shares relating to the Purchase Agreement is based on the prevailing market prices of our common shares at the times of the sales without any fixed discount, and we control the timing and amounts of any sales of common shares to Fusion. Fusion does not have the right or the obligation to purchase any shares of our common stock on any business day that the purchase price of our common stock is below \$0.05 per share. As primary consideration for entering into the Purchase Agreement, and upon the execution of the Purchase Agreement we transferred to Fusion 2,480,510 shares of our common stock as a commitment fee, and we agreed to issue to Fusion up to an additional 2,480,510 commitment fee shares, on a pro rata basis, as we receive the \$10 million of future proceeds. The Purchase Agreement may be terminated by us at any time at our discretion without any additional consideration to us. There are no negative covenants, restrictions on future financings, penalties or liquidated damages in the Purchase Agreement.

During the three months ended March 31, 2009, we sold 2,400,446 shares to Fusion under the terms of the Purchase Agreement for an aggregate purchase price of \$240,000, and issued an additional 59,532 shares to

pursuant to the pro rata deferred commitment fee arrangement mentioned above. During April 2009, we  
other 1,850,007 shares to Fusion for an aggregate purchase price of \$180,000, and issued an additional  
shares pursuant to the deferred commitment fee arrangement.

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**Table of Contents****Options**

In 2006 we adopted the GeoVax Labs, Inc. 2006 Equity Incentive Plan (the "2006 Plan") for the granting of restricted incentive stock options ( "ISO s"), nonqualified stock options, restricted stock awards or restricted stock options to employees, officers, directors, consultants and advisors of the Company. The exercise price for any options granted may not be less than fair value (110% of fair value for ISO s granted to certain employees). Options granted under the plans have a maximum ten-year term and generally vest over four years. The Company has reserved 51,000,000 shares of its common stock for issuance under the 2006 Plan.

There was no activity in the 2006 Plan for the three months ended March 31, 2009. As of March 31, 2009, there were 46,947,757 nonqualified stock options covering a total of 46,947,757 shares of our common stock outstanding with a weighted average exercise price of \$0.13 and a weighted average remaining contractual term of 6.1 years; 35,474,425 restricted stock options as to 35,474,425 shares currently exercisable, with a weighted average exercise price of \$0.10 and a weighted average remaining contractual term of 5.1 years.

Stock-based compensation expense related to the 2006 Plan was \$388,820 and \$380,346 for the three months ended March 31, 2009 and 2008, respectively. The table below shows the allocation of stock-based compensation expense related to our stock option plan between general and administrative expense and research and development expense. As of March 31, 2009, there was \$1,461,503 of unrecognized compensation expense related to stock-based compensation arrangements subject to the 2006 Plan, which is expected to be recognized over a weighted average period of 1.6 years.

Expense Allocated to:	Three Months Ended March 31,	
	2009	2008
General and Administrative Expense	\$303,381	\$308,409
Research and Development Expense	85,439	37,917
Stock-Based Compensation Expense Related to 2006 Plan	\$388,820	\$346,326

**Compensatory Warrants**

From time to time, we issue stock purchase warrants to consultants or others in exchange for services. As of March 31, 2009, there were a total of 2,700,000 shares of our common stock covered by outstanding stock purchase warrants all of which are currently exercisable at a weighted average exercise price of \$0.33 per share and a weighted-average remaining contractual life of 2.8 years. Expense associated with compensatory warrants was \$34,020, for three month periods ended March 31, 2009 and 2008, respectively, all of which was allocated to general and administrative expense. As of March 31, 2009, there was no unrecognized compensation expense related to compensatory warrant arrangements.

**Investment Warrants**

In addition to outstanding stock options and compensatory warrants, as of March 31, 2009 we had stock purchase warrants covering a total of 65,181,345 shares of our common stock which were issued to investors in our previous private placements. Such warrants have a weighted-average exercise price of \$0.25 per share and a weighted-average remaining contractual life of 2.4 years.

**Income Taxes**

Due to our historically significant net operating losses, we have not paid income taxes since inception. We have recorded deferred tax assets that reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. These deferred tax assets are comprised primarily of net operating loss carryforwards and also include amounts relating to nonqualified stock options and research and development credits. The net deferred tax asset has been fully offset by a valuation allowance because of the uncertainty of our future profitability and our ability to utilize the deferred tax assets. Utilization of operating losses and credits may be subject to substantial annual limitations due to ownership change provisions of Section 382 of the Internal Revenue Code. The annual limitation may result in the expiration of net operating losses and credits before utilization.



**Grant Funding**

In September 2007, the National Institutes of Health (NIH) awarded us an Integrated Preclinical/Clinical AIDS Vaccine Development (IPCAVD) grant to support our HIV/AIDS vaccine program. The project period for the grant, which is renewable annually, covers a five year period which commenced October 2007, with an expected total award of between

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\$4 million per year (approximately \$17 million in the aggregate). We are utilizing this funding to further HIV/AIDS vaccine development, optimization, production and human clinical trial testing. We record revenue associated with the grant as the related costs and expenses are incurred. During the three months ended March 31, 2008, we recorded \$710,155 and \$599,991, respectively, of revenue associated with the grant.

**Related Party Transactions**

In 2008, we entered into two subcontracts with Emory for the purpose of conducting research and development activities associated with our grant from the NIH (see Note 6). During the three month period ending March 31, 2009, we recorded \$218,632 of expense associated with these subcontracts. All amounts paid to Emory under these subcontracts are reimbursable to us pursuant to the NIH grant.

In March 2008, we entered into a consulting agreement with Donald Hildebrand, the Chairman of our Board of Directors and our former President & Chief Executive Officer, pursuant to which Mr. Hildebrand provides business and technical advisory services to the Company. The term of the consulting agreement began on April 1, 2008 and will end on December 31, 2009. During the three month period ending March 31, 2009, we recorded \$100,000 of expense associated with the consulting agreement.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**13. Other Expenses of Issuance and Distribution.**

The following table sets forth the estimated costs and expenses of the Registrant in connection with the offering described in the registration statement.

Registration fee	\$ 316
Printing fees and expenses	\$ 79,684*
Accounting fees and expenses	\$ 5,000*
Incidental and miscellaneous	\$ 5,000
<b>Total</b>	<b>\$ 90,000</b>

\*Estimated

**14. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law (the "DGCL"), provides, among other things, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of the corporation) by or on behalf of the corporation or any of its officers, directors, employees or agents, or by or on behalf of the corporation or any of its officers, directors, employees or agents of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding. The power to indemnify applies (i) if such person is successful on the merits or otherwise in defense of any action, suit or proceeding or (ii) if such person acted in good faith and in a manner he reasonably believed to be in or not contrary to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The power to indemnify applies to actions brought by or in the right of the corporation as well, but only to the extent of defense expenses (including attorneys' fees but excluding amounts paid in settlement), actually and reasonably incurred and not to any satisfaction of judgment or settlement of the claim itself, and with the further limitation that in such actions no indemnification shall be made in the event of any adjudication of negligence or misconduct in the performance of his duties to the corporation, unless a court believes that in light of all the circumstances indemnification should apply.

Our bylaws provide that, to the fullest extent permitted by the DGCL, we may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by or on behalf of the Company or any of its officers, directors, employees or agents, or by or on behalf of the Company or any of its officers, directors, employees or agents of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not contrary to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. Our bylaws also provide that we may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner

erson reasonably believed to be in or not opposed to the best interests of the Company and except that no  
nification shall be made in respect of any claim, issue or matter as to which such person shall have been  
ed to be liable to the Company unless and only to the extent that the Court of Chancery or the court in  
such action or suit was brought shall determine upon application that, despite the adjudication of liability  
view of all the circumstances of the case,

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person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such court shall deem proper.

Under our bylaws, expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Company in advance of the disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Company. Such expenses (including attorneys' fees) incurred by former directors and officers or employees and agents may be so paid upon such terms and conditions, if any, as we deem appropriate.

The indemnification and advancement of expenses provided by our bylaws is not exclusive, both as to action in a person's official capacity and as to action in another capacity while holding such office.

Our bylaws also provide that we may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of or in connection with such person's status as such, whether or not the Company would have the power to indemnify such person against such liability. The Company maintains an insurance policy providing for indemnification of its officers, directors and certain other persons against liabilities and expenses incurred by any of them in certain stated circumstances and under certain stated conditions.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and agents of the registrant pursuant to the foregoing provisions, the registrant has been informed that in light of the opinion of the Securities and Exchange Commission such indemnification is against public policy as declared in the Securities Act and is therefore unenforceable.

## **15. Recent Sales of Unregistered Securities.**

### **Recent Sales of Unregistered Securities**

#### ***GeoVax Labs, Inc., an Illinois corporation***

In September 2006, we issued 490,332,103 shares of our common stock to the former shareholders of GeoVax, Inc. in connection with the Merger whereby GeoVax, Inc. became our wholly owned subsidiary. In January 2006, we issued 20,000,000 shares of our common stock to Mr. Andrew J. Kandalepas, our former Chief Executive Officer and President, for services rendered in connection with the Merger.

In June 2006, we issued \$2 million in convertible promissory notes to an individual accredited investor. The notes were converted into 6,666,666 shares of our common stock upon the amendment of our articles of incorporation increasing our authorized common stock to 850,000,000 shares which occurred in September 2006.

In November 2006, we issued 2,841,274 shares of our common stock to Crescent International Ltd. ( "Crescent" ) pursuant to a cashless exercise of all remaining stock purchase warrants held by Crescent. As a result of the cashless exercise, we withheld from the warrant exercise 2,315,139 shares valued at \$0.395 per share, the fair market value of the shares on the exercise date.

In January 2007, we issued an aggregate of 1,543,210 shares of our common stock to two individual accredited investors for an aggregate purchase price of \$250,000. In January 2007, we also issued 123,550 shares of our common stock to a former employee for an aggregate purchase price of \$5,000 pursuant to the exercise of stock purchase warrants.

In November and December 2007, we issued an aggregate of 16,857,739 shares of our common stock and warrants to purchase an aggregate of 26,733,470 shares of our common stock at \$0.33 per share to 29 individual accredited investors for an aggregate purchase price of \$2,612,950. We also granted these investors certain anti-dilution and "putback" registration rights.

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December 2007, we also issued 1,935,484 shares of our common stock and warrants to purchase an aggregate of 1,571,429 shares of our common stock at \$0.33 per share to an institutional investor for an aggregate purchase price of \$300,000. We also granted this investor certain piggyback registration rights.

In January and March 2008, we issued an aggregate of 300,000 shares of our common stock and a warrant to purchase 2,700,000 shares of our common stock at \$0.33 per share to Equinox One Consulting, LLC (Equinox One) for public and financial relations services to be rendered to us during 2008. The warrant vests in installments of 800,000 shares already vested and 540,000 shares scheduled to vest in each of June 30, September 30, and December 31, 2008. Pursuant to our consulting agreement with Equinox One, we expect to issue 100,000 shares of our common stock on each of June 30 and September 30, 2008.

In April and May 2008, we sold to fifteen individual accredited investors 8,806,451 shares of our common stock and warrants to purchase an aggregate of 14,104,839 shares of common stock at an exercise price of \$0.33 per share for an aggregate purchase price of \$1,365,000. We also granted these investors certain piggyback registration rights.

On May 8, 2008, we entered into a \$10.0 million common stock purchase agreement (the Purchase Agreement) with Fusion Capital Fund II, LLC, an Illinois limited liability company (Fusion Capital). We issued to Fusion Capital 12,480,510 shares as a commitment fee. We had previously issued 200,000 shares to Fusion Capital as an advance reimbursement upon execution of the related term sheet. See The Fusion Transaction.

No underwriters or placement agents were used in the above transactions. We relied upon the exemptions from registration contained in Section 4(2) of the Securities Act and/or Rule 506 promulgated thereunder as to all of the transactions, as the investors were either deemed to be sophisticated with respect to the investment in the securities due to their financial condition and/or involvement in our business or were accredited investors.

Disclosive legends were placed on the certificates evidencing the securities issued in all of the above transactions.

**GeoVax Labs, Inc., a Delaware corporation**

On June 18, 2008, GeoVax Labs, Inc., a Delaware corporation, issued approximately 743,414,825 shares of its common stock to former holders of common stock of GeoVax Labs, Inc., an Illinois corporation on a one-for-one basis. Outstanding options and warrants to acquire approximately 110,009,102 shares of common stock of the Illinois corporation were converted into the right to acquire shares of the Delaware corporation on a one-for-one basis.

The Delaware corporation relied upon SEC Rule 145(a)(2). The transaction was a statutory merger in which the securities of the Illinois corporation were exchanged for the securities of the Delaware corporation and the transaction's sole purpose was to change the issuer's domicile from Illinois to Delaware.

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In all of the transactions with Fusion Capital, we relied on section 4(2) of the Securities Act of 1933 to issue common stock, inasmuch as the common stock was issued to a single private entity which is an accredited investor or that purchased its securities as an investment in a private transaction without any form of general solicitation or general advertising.

On October 13, 2008 we issued 100,000 shares of our common stock, \$0.001 par value, to Equinox One Consulting, LLC ( Equinox One ) related to a Consulting Agreement previously reported on Form 8-K on May 18, 2008. We relied on section 4(2) of the Securities Act of 1933 to issue the common stock, inasmuch as the common stock was issued to a single private entity which is an accredited investor that purchased its securities as an investment in a private transaction without any form of general solicitation or general advertising.

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**16. Exhibits and Financial Statement Schedules**

Exhibits.

Item

Description

Certificate of Incorporation (1)

Bylaws (1)

Opinion of Womble Carlyle Sandridge & Rice, PLLC

Employment Agreement with Andrew Kandalepas (2)

Employment Agreement with Mark Reynolds (3)

GeoVax Labs, Inc. 2006 Equity Incentive Plan (4)

License Agreement (as amended and restated) between GeoVax, Inc. and Emory University, dated August 23, 2002 (5)

Technology Sale and Patent License Agreement between GeoVax, Inc. and MFD, Inc., dated December 26, 2004 (5)

Equipment and Ground Sublease between GeoVax, Inc. and EmTech Biotechnology Development, Inc., dated December 1, 2001, together with amendment dated August 18, 2003 (5)

Equipment and Ground Sublease Amendment dated November 22, 2006 (2)

Consulting Agreement and Warrant Agreement between GeoVax Labs, Inc. and Equinox One Consulting LLC (6)

\* Employment Agreement with Robert T. McNally (7)

\* Consulting Agreement with Donald G. Hildebrand (7)

Common Stock Purchase Agreement, dated as of May 8, 2008, by and between GeoVax Labs, Inc. and Fusion Capital Fund II, LLC. (8)

Registration Rights Agreement, dated as of May 8, 2008, by and between GeoVax Labs, Inc. and Fusion Capital Fund II, LLC (8)

Employment Agreement with Harriet L. Robinson

Subsidiaries of the Registrant (2)

Consent of Porter Keadle Moore LLP, an independent registered public accounting firm



Consent of Womble Carlyle Sandridge & Rice, PLLC (contained in the opinion filed as Exhibit 5.1 hereof)

led herewith

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management  
contract or  
compensatory  
plan or  
arrangement

incorporated by  
reference to the  
Exhibit with the  
same number in  
the registrant's  
current Report  
on Form 8-K  
filed with the  
Securities and  
Exchange  
Commission on  
June 23, 2008.

incorporated by  
reference from  
the registrant's  
Annual Report  
on Form 10-K  
filed with the  
Securities and  
Exchange  
Commission on  
March 28, 2007.

incorporated by  
reference from  
the registrant's  
Form 10-Q filed  
May 12, 2008.

incorporated by  
reference from  
the registrant's  
definitive  
information  
statement  
(Schedule 14C)  
filed with the  
Securities and

Exchange  
Commission on  
August 18,  
2006.

incorporated by  
reference from  
the registrant's  
current Report  
on Form 8-K  
filed with the  
Securities and

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**Table of Contents**

Exchange  
Commission on  
October 4,  
2006.

incorporated by  
reference from  
the registrant's  
current Report  
on Form 8-K  
filed with the  
Securities and  
Exchange  
Commission on  
January 18,  
2008.

incorporated by  
reference from  
the registrant's  
current Report  
on Form 8-K  
filed with the  
Securities and  
Exchange  
Commission on  
March 21, 2008.

incorporated by  
reference from  
the registrant's  
current Report  
on Form 8-K  
filed with the  
Securities and  
Exchange  
Commission on  
May 12, 2008.

The agreements identified in this registration statement as exhibits are between and among the parties to them, and are not for the benefit of any other person. Each agreement speaks as of its date, and the Company does not intend to update them, unless otherwise required by the terms of the agreement or by law. As permitted, the Company has omitted some disclosure schedules because the Company has concluded that they do not contain information that is material to an investment decision and is not otherwise disclosed in the agreement or this registration statement. Omitted schedules may nevertheless affect the related agreement. The agreements, including the Company's representations, warranties, and covenants, are subject to qualifications and limitations agreed to by the parties and may be subject to a contractual standard of materiality, and remedies, different from those generally available or available to investors and may reflect an allocation of risk between or among the parties to them. Accordingly, the representations, warranties and covenants of the Company contained in the agreements may not constitute strict representations of factual matters or absolute promises of performance. Moreover, the agreements

be subject to differing interpretations by the parties, and a party may, in accordance with the agreement or otherwise, waive or modify the Company's representations, warranties, or covenants. Financial Statement Schedules.

Table II Valuation and Qualifying Accounts for the years ended December 31, 2008, 2007 and 2006 (omitted) is included in the accompanying prospectus on page F-20.

Other financial statement schedules have been omitted because they are not applicable or not required or because the information is included elsewhere in the Consolidated Financial Statements or the Notes thereto.

#### **17. Undertakings.**

The undersigned registrant hereby undertakes:

To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

i. To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement.

Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a

**Table of Contents**

primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- i. Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- ii. Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- iii. The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- iv. Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being offered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling authority, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such

**Table of Contents****SIGNATURES**

In accordance with the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 2 to Form S-1 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Atlanta, State of Georgia, on May 13, 2009.

**GEOVAX LABS, INC.**

By: /s/ Robert T. McNally Ph.D.

Robert T. McNally Ph.D.  
President and Chief Executive Officer of  
GeoVax Labs, Inc., a Delaware  
corporation

In accordance with the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
Ronald G. Hildebrand	Director	May 13, 2009
Andrew J. Kandalepas	Director	May 13, 2009
Manolis G. Kollintzas	Director	May 13, 2009
Robert T. McNally	Director	May 13, 2009
Robert T. McNally	President & Chief Executive Officer (Principal Executive Officer)	
Mark W. Reynolds	Chief Financial Officer (Principal Financial and Accounting Officer)	May 13, 2009
Mark W. Reynolds	Director	May 13, 2009
Christine L. Robinson	Director	May 13, 2009
William N. Spencer, Jr.	Director	May ____, 2009
Thomas M. Tsolinas	Director	May ____, 2009

/s/ Robert T. McNally

Robert T. McNally,  
Attorney-in-Fact

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**Exhibit Index**

	Description
	Certificate of Incorporation (1)
	Bylaws (1)
	Opinion of Womble Carlyle Sandridge & Rice, PLLC
	Employment Agreement with Andrew Kandalepas (2)
	Employment Agreement with Mark Reynolds (3)
	GeoVax Labs, Inc. 2006 Equity Incentive Plan (4)
	License Agreement (as amended and restated) between GeoVax, Inc. and Emory University, dated August 23, 2002 (5)
	Technology Sale and Patent License Agreement between GeoVax, Inc. and MFD, Inc., dated December 26, 2004 (5)
	Equipment and Ground Sublease between GeoVax, Inc. and EmTech Biotechnology Development, Inc., dated December 1, 2001, together with amendment dated August 18, 2003 (5)
	Equipment and Ground Sublease Amendment dated November 22, 2006 (2)
	Consulting Agreement and Warrant Agreement between GeoVax Labs, Inc. and Equinox One Consulting LLC (6)
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