

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): October 15, 2024

GEOVAX LABS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39563
(Commission File No.)

87-0455038
(IRS Employee Identification No.)

1900 Lake Park Drive, Suite 380
Smyrna, Georgia 30080
(Address of principal executive offices) (Zip code)

(678) 384-7220
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions.

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13(e)-4(c))

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

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

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

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial reporting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01**Other Events.**

On October 15, 2024, GeoVax Labs, Inc. (the “Company”) increased the maximum aggregate offering price of the shares issuable under its Sales Agreement (the “Sales Agreement”) with A.G.P./Alliance Global Partners, dated September 25, 2024, from \$4,486,846 to \$30,000,000. A copy of the legal opinion as to the legality of the shares issuable under the Sales Agreement is filed as Exhibit 5.1 attached hereto.

Item 9.01**Financial Statements and Exhibits.****(d) Exhibit**

No.	Description.
5.1	Opinion of Womble Bond Dickinson (US) LLP.
23.1	Consent of Womble Bond Dickinson (US) LLP (included in Exhibit 5.1).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

GeoVax Labs, Inc.

Date: October 15, 2024

By: */s/ Mark W. Reynolds*

Mark W. Reynolds

Chief Financial Officer

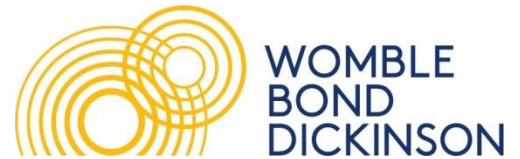


Exhibit 5.1

Womble Bond Dickinson (US) LLP

One Wells Fargo Center
Suite 3500, 301 South College Street
Charlotte, NC 28202-6037

October 15, 2024

GeoVax Labs, Inc.
1900 Lake Park Dr. Suite 380
Smyrna, Georgia 30080

t: 704.331.4900
f: 704.331.4955

RE: Registration Statement on Form S-3 (File No. 333-277585)

Ladies and Gentlemen:

We have acted as securities counsel to GeoVax Labs, Inc., a Delaware corporation (the "Company") in connection with the above-referenced registration statement (the "Registration Statement"), the base prospectus filed on March 1, 2024 and declared effective on March 13, 2024 (the "Base Prospectus") and the prospectus supplements dated September 25, 2024 and October 15, 2024 (such prospectus supplements, together with the Base Prospectus, the "Prospectus"), relating to the issuance and sale of the Company's common stock, par value \$0.001 per share (the "Shares"), having an aggregate offering price of up to \$30,000,000 to be offered and sold from time to time pursuant to the Prospectus. The Shares are to be sold by the Company to or through A.G.P./Alliance Global Partners, as sales agent (the "Agent"), on the terms set forth in the Sales Agreement, dated as of September 25, 2024, by and between the Company and the Agent (the "Sales Agreement").

We have examined the Registration Statement and the Prospectus that forms a part thereof related to the offering of the Shares. We have examined originals or copies, certified or otherwise identified to our satisfaction, of the Company's certificate of incorporation and bylaws, each as amended to date, and minutes and records of the corporate proceedings of the Company relating to the filing of the Registration Statement and the issuance of the Shares, as provided to us by the Company, certificates of public officials and of representatives of the Company, and statutes and other instruments and documents, as a basis for the opinions hereinafter expressed. In rendering this opinion, we have relied upon certificates of public officials and representatives of the Company with respect to the accuracy of the factual matters contained in such certificates.

In connection with such examination, we have assumed (a) the genuineness of all signatures and the legal capacity of all signatories; (b) the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as certified or photostatic copies; (c) that the Sales Agreement constitutes the enforceable obligation of the parties thereto other than the Company; and (d) the proper issuance and accuracy of certificates of public officials and representatives of the Company.

Additionally, we have assumed that the issuance of the Shares, including the minimum price per share of each Share issued, is conducted in accordance with and in a manner consistent with the authorization by the Company's board of directors prior to the date hereof (the "Authorization").

Based on and subject to the foregoing, and having regard for such legal considerations as we deem relevant, it is our opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company, and, upon future issuance in accordance with the Authorization, will be validly issued, fully paid and non-assessable.

This opinion is limited to the General Corporation Law of the State of Delaware (the "DGCL") and applicable provisions of the Delaware Constitution, in each case as currently in effect, and reported judicial decisions as of the date of this opinion that interpret the DGCL and such provisions of the Delaware Constitution, as currently in effect, and we are expressing no opinion as to the effect of the laws of any other jurisdiction. This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof.

This opinion is furnished to you in connection with the filing of the Prospectus and is not to be used, circulated, quoted or otherwise relied upon for any other purpose except that purchasers of the Shares offered pursuant to the Registration Statement may rely on this opinion to the same extent as if it were addressed to them.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Company's Current Report on Form 8-K with the Securities and Exchange Commission on the date hereof, which is incorporated by reference into the Registration Statement and to any reference to the name of our firm in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof.

Very truly yours,

/s/ Womble Bond Dickinson LLP

Womble Bond Dickinson (US) LLP

FRA
DG