

GeoVax Labs, Inc.  
Form 10-Q  
August 06, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
For the quarterly period ended **June 30, 2010**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission file number 000-52091  
GEOVAX LABS, INC.**

(Exact name of Registrant as specified in its charter)

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

**87-0455038**  
(I.R.S. Employer Identification No.)

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

**30080**  
(Zip Code)

**(678) 384-7220**

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 45 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See the definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes  No

As of August 6, 2010, 15,654,846 shares of the Registrant's common stock, \$.001 par value, were issued and outstanding.



**GEOVAX LABS, INC.**  
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Exhibit 32.1

Exhibit 32.2

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

	June 30, 2010 (Unaudited)	December 31, 2009
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,807,647	\$ 3,515,784
Grant funds receivable	1,102,923	320,321
Prepaid expenses and other	37,791	44,615
Total current assets	2,948,361	3,880,720
Property and equipment, net of accumulated depreciation and amortization of \$236,741 and \$177,686 at June 30, 2010 and December 31, 2009, respectively	285,147	344,202
Other assets:		
Licenses, net of accumulated amortization of \$171,604 and \$159,161 at June 30, 2010 and December 31, 2009, respectively	77,252	89,695
Deferred offering costs	524,886	
Deposits and other	11,990	980
Total other assets	614,128	90,675
Total assets	\$ 3,847,636	\$ 4,315,597
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 602,047	\$ 408,344
Amounts payable to Emory University (a related party)	622,460	163,021
Total current liabilities	1,224,507	571,365
Commitments		
Stockholders equity:		
Common stock, \$.001 par value, 18,000,000 shares authorized; 15,654,846 and 15,632,564 shares outstanding at June 30, 2010 and December 31, 2009,	15,655	15,633

respectively

Additional paid-in capital	21,769,200	21,266,447
Deficit accumulated during the development stage	(19,161,726)	(17,537,848)
Total stockholders' equity	2,623,129	3,744,232
Total liabilities and stockholders' equity	\$ 3,847,636	\$ 4,315,597

See accompanying notes to condensed consolidated financial statements.

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

	Three Months Ended		Six Months Ended		From Inception (June 27, 2001) to June 30, 2010
	June 30,		June 30,		
	2010	2009	2010	2009	
Grant revenue	\$ 1,737,169	\$ 752,800	\$ 3,075,729	\$ 1,462,955	\$ 13,302,279
Operating expenses:					
Research and development	1,741,966	1,202,894	3,111,151	2,060,130	19,671,496
General and administrative	935,868	906,055	1,604,689	1,629,870	13,117,659
Total operating expenses	2,677,834	2,108,949	4,715,840	3,690,000	32,789,155
Loss from operations	(940,665)	(1,356,149)	(1,640,111)	(2,227,045)	(19,486,876)
Other income (expense):					
Interest income	7,576	7,495	16,233	16,882	330,819
Interest expense					(5,669)
Total other income (expense)	7,576	7,495	16,233	16,882	325,150
Net loss	\$ (933,089)	\$ (1,348,654)	\$ (1,623,878)	\$ (2,210,163)	\$ (19,161,726)
Basic and diluted:					
Loss per common share	\$ (0.06)	\$ (0.09)	\$ (0.10)	\$ (0.15)	\$ (1.96)
Weighted average shares outstanding	15,653,380	15,038,659	15,647,712	15,008,250	9,770,758

See accompanying notes to condensed consolidated 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				
Capital contribution at inception (June 27, 2001)		\$	\$	10	\$	\$ 10
Net loss for the period ended December 31, 2001					(170,592)	(170,592)
Balance at December 31, 2001				10	(170,592)	(170,582)
Sale of common stock for cash	2,789,954	2,790	(2,320)			470
Issuance of common stock for technology license	704,534	705	148,151			148,856
Net loss for the year ended December 31, 2002					(618,137)	(618,137)
Balance at December 31, 2002	3,494,488	3,495	145,841		(788,729)	(639,393)
Sale of common stock for cash	1,229,278	1,229	2,458,380			2,459,609
Net loss for the year ended December 31, 2003					(947,804)	(947,804)
Balance at December 31, 2003	4,723,766	4,724	2,604,221		(1,736,533)	872,412
Sale of common stock for cash and stock subscription receivable	1,482,605	1,483	2,988,436	(2,750,000)		239,919
Cash payments received on stock subscription receivable				750,000		750,000
Issuance of common stock for technology license	49,420	49	99,951			100,000
Net loss for the year ended December 31,					(2,351,828)	(2,351,828)

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2004

Balance at December 31, 2004	6,255,791	6,256	5,692,608	(2,000,000)	(4,088,361)	(389,497)
Cash payments received on stock subscription receivable				1,500,000		1,500,000
Net loss for the year ended December 31, 2005					(1,611,086)	(1,611,086)
Balance at December 31, 2005	6,255,791	6,256	5,692,608	(500,000)	(5,699,447)	(500,583)
Cash payments received on stock subscription receivable				500,000		500,000
Conversion of preferred stock to common stock	3,550,851	3,551	1,071,565			1,075,116
Common stock issued in connection with merger	4,359,891	4,360	1,708,489			1,712,849
Issuance of common stock for cashless warrant exercise	56,825	57	(57)			
Net loss for the year ended December 31, 2006					(584,166)	(584,166)
Balance at December 31, 2006	14,223,358	14,224	8,472,605		(6,283,613)	2,203,216
Sale of common stock for cash	406,729	407	3,162,543			3,162,950
Issuance of common stock upon stock option exercise	2,471	2	4,998			5,000
Stock-based compensation expense			1,518,496			1,518,496
Net loss for the year ended December 31, 2007					(4,241,796)	(4,241,796)
Balance at December 31, 2007	14,632,558	\$ 14,633	\$ 13,158,642	\$	\$ (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	Stock	Deficit	Total
	Shares	Amount	Paid-In	Subscription	Accumulated	Stockholders
			Capital	Receivable	during the	Equity
					Development	(Deficiency)
					Stage	
Balance at December 31, 2007	14,632,558	\$ 14,633	\$ 13,158,642	\$	\$ (10,525,409)	\$ 2,647,866
Sale of common stock for cash in private placement transactions	176,129	176	1,364,824			1,365,000
Transactions related to common stock purchase agreement with Fusion Capital	130,290	130	405,961			406,091
Stock-based compensation:						
Stock options			1,798,169			1,798,169
Consultant warrants			146,880			146,880
Issuance of common stock for consulting services	10,000	10	73,990			74,000
Net loss for the year ended December 31, 2008					(3,728,187)	(3,728,187)
Balance at December 31, 2008	14,948,977	14,949	16,948,466		(14,253,596)	2,709,819
Transactions related to common stock purchase agreement with Fusion Capital	216,261	216	1,519,784			1,520,000
Sale of common stock for cash upon exercise of stock purchase warrant	462,826	463	1,499,537			1,500,000
Stock-based compensation:						
Stock options			1,221,764			1,221,764
Consultant warrants			45,401			45,401
Issuance of common stock for consulting services	4,500	5	31,495			31,500
Net loss for the year ended December 31, 2009					(3,284,252)	(3,284,252)

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Balance at December 31, 2009	15,632,564	15,633	21,266,447	(17,537,848)	3,744,232
Issuance of common stock in lieu of cash payment (unaudited)	12,000	12	89,988		90,000
Stock-based compensation (unaudited):					
Stock options			299,638		299,638
Consultant warrants			60,534		60,534
Issuance of common stock for consulting services	10,500	10	53,803		53,813
Fractional share payout upon reverse split (unaudited)	(218)		(1,210)		(1,210)
Net loss for the six months ended June 30, 2010 (unaudited)				(1,623,878)	(1,623,878)
 Balance at June 30, 2010 (unaudited)	 15,654,846	 \$ 15,655	 \$ 21,769,200	 \$ (19,161,726)	 \$ 2,623,129

See accompanying notes to condensed consolidated financial statements.

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

	Six Months Ended June 30,		From Inception (June 27, 2001) to June 30, 2010
	2010	2009	
Cash flows from operating activities:			
Net loss	\$ (1,623,878)	\$ (2,210,163)	\$ (19,161,726)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	71,498	34,500	408,345
Accretion of preferred stock redemption value			346,673
Stock-based compensation expense	413,985	769,830	5,250,195
Changes in assets and liabilities:			
Grant funds receivable	(782,602)	(36,765)	(1,102,923)
Prepaid expenses and other current assets	(117,386)	260,963	(222,001)
Deposits & other assets	(11,010)	(2,500)	(11,990)
Accounts payable and accrued expenses	741,932	(13,800)	1,313,297
Total adjustments	256,417	1,012,228	5,981,596
Net cash used in operating activities	(1,367,461)	(1,197,935)	(13,180,130)