

GeoVax Labs, Inc.

Form 424B3

November 17, 2014

**Prospectus Supplement No. 3**

**Filed Pursuant to Rule 424(b)(3)**

**To prospectus dated March 27, 2014 Registration Statement No. 333-193172**

**GEOVAX LABS, INC.**

Up to 4,150,374 Shares of Common Stock

We are supplementing the prospectus dated March 27, 2014 covering the sale of up to 4,150,374 shares of our common stock, \$0.001 par value, that may be sold from time to time by the selling stockholders named in the prospectus, to add certain information contained in our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2014, which was filed with the Securities and Exchange Commission on November 12, 2014.

This prospectus supplement supplements information contained in the prospectus dated March 27, 2014 and should be read in conjunction therewith, including any previous supplements and amendments thereto, which are to be delivered with this prospectus supplement.

This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus dated March 27, 2014, including any previous supplements and amendments thereto.

Investing in our common stock involves certain risks. See "Risk Factors" beginning on page 4 of the prospectus dated March 27, 2014 for a discussion of these risks.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this Prospectus Supplement is November 17, 2014.



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**Part 1 -- FINANCIAL INFORMATION****Item 1 Financial Statements****GEOVAX LABS, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**

	September 30, 2014 (unaudited)	December 31, 2013
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$862,191	\$2,513,861
Grant funds receivable	-	140,909
Prepaid expenses and other current assets	64,200	43,569
Total current assets	926,391	2,698,339
Property and equipment, net	113,227	120,227
Other assets	13,510	21,010
Total assets	\$1,053,128	\$2,839,576
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$82,197	\$155,943
Accrued expenses	8,279	96,406
Amounts payable to Emory University (a related party)	79,757	60,000
Total current liabilities	170,233	312,349
Commitments (Note 5)		
Stockholders' equity:		
Preferred stock, \$.01 par value:		
Authorized shares – 10,000,000		

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Series A convertible preferred stock, \$1,000 stated value; -0- and 71 shares issued and outstanding at September 30, 2014 and December 31, 2013, respectively	-	60,586
Series B convertible preferred stock, \$1,000 stated value; 1,125 and 1,650 shares issued and outstanding at September 30, 2014 and December 31, 2013, respectively	856,070	1,255,569
Common stock, \$.001 par value:		
Authorized shares – 75,000,000		
Issued and outstanding shares – 25,718,037 and 23,765,180 at September 30, 2014 and December 31, 2013, respectively	25,718	23,765
Additional paid-in capital	28,863,162	28,239,392
Deficit accumulated during the development stage	(28,862,055)	(27,052,085)
Total stockholders' equity	882,895	2,527,227
Total liabilities and stockholders' equity	\$1,053,128	\$2,839,576

See accompanying notes to condensed consolidated financial statements.

**GEOVAX LABS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(Unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Grant revenue	\$322,086	\$1,004,211	\$659,867	\$2,242,812
Operating expenses:				
Research and development	425,498	879,104	1,344,560	2,314,291
General and administrative	411,814	316,452	1,128,478	1,345,179
Total operating expenses	837,312	1,195,556	2,473,038	3,659,470
Loss from operations	(515,226)	(191,345 )	(1,813,171)	(1,416,658)
Other income:				
Interest income	711	1,197	3,201	3,429
Total other income	711	1,197	3,201	3,429
Net loss	\$(514,515)	\$(190,148 )	\$(1,809,970)	