

**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

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 Pursuant to §240.14a-12

GEOVAX LABS, 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 paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

**GEOVAX LABS, INC.
1900 Lake Park Drive
Suite 380
Smyrna, Georgia 30080**

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Dear Stockholder:

You are hereby notified that a Special Meeting of Stockholders of GeoVax Labs, Inc. (“GeoVax” or the “Company”) will be held on January 16, 2024, at 8:30 a.m. local time, at the offices of Womble Bond Dickinson (US) LLP, 271 17th Street, NW, Suite 2400, Atlanta, Georgia 30363, for the following purposes:

1. To approve an amendment to the Company’s Certificate of Incorporation to reduce our authorized shares of common stock, \$0.001 par value, from 600,000,000 to 150,000,000, Approval of this proposal would grant the Board the discretion to effect the amendment at any time prior to January 31, 2024; and
2. To approve an amendment to the Company’s Certificate of Incorporation to effect a reverse split of our issued and outstanding common stock at a ratio of not less than 1-for-5 and not greater than 1-for-15, such ratio to be determined by our Board, at any time prior to January 31, 2024, the implementation and timing of which shall be subject to the discretion of our Board.

Holders of our common stock owning such shares of record at the close of business on November 17, 2023 are entitled to attend and vote at the Special Meeting and any continuation or adjournment thereof. The enclosed Proxy Statement more fully describes the details of the business to be conducted at the Special Meeting. The Company does not contemplate discussing any other business at the meeting.

Your vote is very important. Please vote whether or not you plan to attend the Special Meeting. Your promptness in voting will assist us in ensuring that a quorum is present or represented. The Notice of Internet Availability of Proxy Materials contains instructions on how to vote online or by telephone. If you have received a paper copy of our proxy materials, please mark, date, and sign and return the enclosed proxy card in the accompanying reply envelope to ensure receipt by our tabulator. You may also vote on-line or by phone by following the instructions contained in the accompanying Proxy Statement. You may attend the Special Meeting and vote your shares in person if you wish.

By Order of the Board of Directors

Mark W. Reynolds
Corporate Secretary

November [__], 2023
Smyrna, Georgia

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GEOVAX LABS, INC.
1900 Lake Park Drive
Suite 380
Smyrna, Georgia 30080

**PROXY STATEMENT
For The
SPECIAL MEETING OF STOCKHOLDERS
To Be Held January 16, 2024**

This Proxy Statement is furnished in connection with the solicitation of your proxy on behalf of the Board of Directors (the “Board”) by GeoVax Labs, Inc., a Delaware corporation (“GeoVax” or the “Company”), for use at a Special Meeting of Stockholders (the “Special Meeting”) to be held at the offices of Womble Bond Dickinson (US) LLP, 271 17th Street, NW, Suite 2400, Atlanta, Georgia 30363, on January 16, 2024, at 8:30 a.m. local time and at any adjournment or postponement thereof. Our Board of Directors has fixed the close of business on November 17, 2023 as the record date (“Record Date”) for determining GeoVax stockholders entitled to notice of and to vote at the Special Meeting and at any adjournment or postponement thereof.

Important Notice Regarding the Internet Availability of Proxy Materials for the Special Meeting. On or about November [], 2023, the Company started mailing to its stockholders the Notice of Special Meeting of Stockholders, Proxy Statement, and form of proxy card (collectively, the “Proxy Materials”). The Proxy Materials are available online at www.proxyvote.com. Stockholders who receive a paper copy of the Proxy Materials, including this Proxy Statement and a form of proxy card or instruction card, may vote online, by telephone or by mail.

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING

What Am I Voting On?

At the Special Meeting, the stockholders will be asked to consider and vote upon the following proposals:

1. To approve an amendment to the Company’s Certificate of Incorporation to reduce our authorized shares of common stock, \$0.001 par value, from 600,000,000 to 150,000,000. Approval of this proposal would grant the Board the discretion to effect the amendment at any time prior to January 31, 2024; and
2. To approve an amendment to the Company’s Certificate of Incorporation to effect a reverse split of our issued and outstanding common stock at a ratio of not less than 1-for-5 and not greater than 1-for-15, such ratio to be determined by our Board, at any time prior to January 31, 2024, the implementation and timing of which shall be subject to the discretion of our Board.

Who is Entitled to Vote?

Holders of our common stock as of the Record Date may vote at the Special Meeting. Holders of our common stock have one vote for each share of common stock held on the Record Date. See “How Do I Cast My Vote?” below.

How Does the Board Recommend I Vote?

The Board recommends that you vote your shares:

- **“FOR”** the proposal to reduce the authorized shares of our common stock; and
- **“FOR”** the proposal to approve the reverse stock split.

You should carefully consider the detailed discussion of these proposals contained later in this Proxy Statement before voting your shares. **If no instructions are indicated, your proxy will be voted FOR each proposal.**

How Do I Cast My Vote?

Persons who hold shares of our common stock directly on the Record Date and not through a broker, bank or other financial institution (“Record Holders”) may vote by the following methods:

- *Vote by Internet* - Over the Internet, by going to www.proxyvote.com. Have your proxy card or Notice Regarding Availability of Proxy Materials in hand when you access the website and follow the instructions to obtain your records and create an electronic voting instruction form.
- *Vote by Telephone* - Over the telephone, by dialing 1-800-690-6903 from any touch-tone telephone. Have your proxy card or Notice Regarding Availability of Proxy Materials in hand when you call and follow the instructions.
- *Vote by Mail* - By mail using the enclosed proxy card. Please complete, sign and date your proxy card and return it promptly in the envelope provided or mail it to Vote Processing, c/o Broadridge, 91 Mercedes Way, Edgewood, New York, 11717. When the proxy card is properly executed, dated, and timely returned, the shares it represents will be voted in accordance with its instructions.
- *Vote by Attendance*- By attending the Special Meeting in person and voting.

Internet and telephone voting facilities will close at 11:59 p.m., Eastern Daylight Time, on January 15, 2024.

Persons who hold shares of our common stock indirectly on the Record Date through a brokerage firm, bank or other nominee (“Beneficial Holders” or “Street Name Holders”) must return a voting instruction form to have their shares voted on their behalf. Brokerage firms, banks or other nominees that do not receive voting instructions from Beneficial Holders may not vote on any proposal on which the brokerage firm, bank or other nominee does not have discretionary authority to vote (a “Broker Non-Vote”). A large number of brokerage firms, banks and other nominees participate in online programs which provide the opportunity to vote over the Internet or by telephone to eligible Beneficial Holders. Beneficial Holders who elect to access the proxy materials electronically over the Internet through an arrangement with their brokerage firm, bank or other nominee should receive instructions from their brokerage firm, bank or other nominee on how to access the stockholder information and voting instructions. In order to vote shares held by a Beneficial Holder in person at the Special Meeting, a proxy issued in the owner’s name must be obtained from the stockholder of record (typically your brokerage firm, bank or other nominee) and presented at the Special Meeting.

Will Stockholders Be Asked to Vote on Any Other Matters?

We do not anticipate that any other matters will be considered at the Special Meeting as our Bylaws limit the business to be considered at the Special Meeting to those set forth in the notice.

May I Revoke My Proxy?

You may revoke your vote at any time before your proxy is voted at the Special Meeting. The action you must take to revoke your vote will be different depending on whether your shares are held by you directly as the Record Holder or if your shares are held in “street name” by a brokerage firm, bank or other nominee on your behalf.

If you are the Record Holder of your shares, you may change your vote by:

- Signing another proxy card with a later date and returning it to us prior to the meeting;
- Voting again over the Internet or by telephone prior to 11:59 p.m., Eastern Daylight Time, on January 15, 2024;
- Attending the meeting and notifying the election official that you wish to revoke your proxy and vote in person; or
- Sending a written revocation or a duly executed proxy bearing a later date to us at our principal offices.

If your shares are held in “street name” by a brokerage firm, bank or other nominee on your behalf, you should follow the instructions provided by your brokerage firm, bank or other nominee for revoking your proxy.

What is the Quorum Requirement for the Special Meeting?

We need a quorum of stockholders in order to hold the Special Meeting. A quorum exists when at least a majority of the outstanding shares of our common stock entitled to vote are represented, either in person or by proxy, at the Special Meeting. As of the Record Date, there were 26,695,287 shares of our common stock outstanding and entitled to vote. Accordingly, 13,347,644 shares of our common stock must be present either in person or by proxy for a quorum. Abstentions and Broker Non-Votes will be counted as present for purposes of determining the presence of a quorum.

If a quorum is not present or represented at the meeting, the Chairman of the meeting or the stockholders holding a majority in voting power of the shares of common stock entitled to vote and present in person or represented by proxy have the power to adjourn the meeting from time to time without notice, other than an announcement at the meeting, until a quorum

is present or represented. At any such reconvened meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally scheduled.

What Vote is Required for Approval of the Proposals?

Assuming the presence, in person or represented by proxy, of a quorum, each of the proposals require the affirmative vote of the holders of a majority of the shares of our common stock casted at the Special Meeting if a quorum is present. Abstentions and broker non-votes will not have the effect of a vote against the proposal.

What Does It Mean if I Receive More Than One Notice of Special Meeting of Stockholders or One Proxy Card?

Your shares are probably registered in more than one account. You should vote all of your shares.

Where Do I Find the Voting Results of the Special Meeting?

We will report the voting results in a Current Report on Form 8-K within four business days after the end of the Special Meeting.

Who Will Pay the Costs of Soliciting Proxies for the Special Meeting?

The cost of preparing, emailing, assembling and mailing this Proxy Statement and the form of proxy will be borne by GeoVax. Directors, officers and employees of GeoVax may also solicit proxies personally or by mail, telephone, or electronic means. No compensation will be paid for such solicitations. In addition, we will bear the reasonable expenses of brokerage houses and other custodians, nominees and fiduciaries who, at our request, may send proxies and proxy solicitation material to their clients and principals. GeoVax may also engage a third-party vendor to solicit proxies from brokerage firms, banks, institutional and individual holders of shares; the Company will bear the cost of such solicitation.

PROPOSAL 1 AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO REDUCE THE NUMBER OF SHARES OF AUTHORIZED COMMON STOCK

Our Certificate of Incorporation (the “Certificate”) currently authorizes us to issue a total of 600,000,000 shares of common stock, \$0.001 par value, and 10,000,000 shares of preferred stock, \$0.01 par value. Our Board of Directors has approved, and is seeking stockholder approval of discretionary authority to file, an amendment to our Certificate of Incorporation (the “Proposed Amendment”) to implement a reduction in the number of shares of authorized common stock, \$0.001 par value, from 600,000,000 shares to 150,000,000 (the “Authorized Share Reduction”) on or before January 17, 2024.

The Board has unanimously determined that the Amendment is advisable and in the best interests of the Company and our stockholders, and recommends that our stockholders approve the Amendment. In accordance with the General Corporation Law of the State of Delaware, we are hereby seeking approval of the Amendment by our stockholders.

Purpose of the Authorized Share Reduction

The sole purpose of the Authorized Share Reduction is to reduce the Company’s future annual franchise taxes paid to the State of Delaware. The amount of such tax payments is determined based, in part, on the total number of shares of stock the Company is authorized to issue. The Company recently paid \$200,000 in annual franchise taxes. If the Authorized Share Reduction is approved, assuming no change in our assets or shares outstanding, our future Delaware franchise taxes will be reduced substantially (by more than 50%). The Board believes that the reduced number of authorized shares of stock will be sufficient to suit our projected capital stock needs for the foreseeable future, such as capital-raising transactions, the issuance of equity-based compensation and, to the extent opportunities may arise in the future, strategic transactions that may involve our issuance of common stock or other equity or equity-linked securities.

Effects of the Authorized Share Reduction

If the Board exercises its discretionary authority to file the Proposed Amendment and the Authorized Share Reduction is effected, the number of authorized shares of common stock will be decreased from 600,000,000 to 150,000,000 and the

number of authorized shares of preferred stock will remain at 10,000,000. The total number of authorized shares of the Company will be 160,000,000, consisting of 150,000,000 authorized shares of common stock and 10,000,000 authorized shares of preferred stock (none of which shares of preferred stock are currently outstanding). The Proposed Amendment will not change the par value of the shares of the common stock or the preferred stock, affect the number of shares of common stock outstanding or the rights or privileges of holders of shares of the common stock or have any effect on any outstanding securities, including outstanding equity awards, that are exercisable, convertible or exchangeable for shares of common stock.

Effecting the Proposed Amendment could potentially adversely affect the Company. The decrease in the number of shares of common stock that would be authorized, but not issued or outstanding, could result in less latitude for the Board to issue shares of common stock in the future, including when we determine doing so would be in the best interests of the Company and the shareholders, such as in connection with possible future financings, acquisitions, stock dividends and other corporate purposes. In the event the Board determines that it would be in the Company's best interests to issue a number of shares of common stock in excess of the number of shares then authorized but unissued and unreserved, the Company would be required to seek shareholder approval to increase the number of authorized shares of common stock. If the shareholders do not approve such increase in a timely manner, or at all, the Company may be unable to take advantage of one or more opportunities that might otherwise be advantageous to the Company and its shareholders. However, the Board believes that these risks are outweighed by the anticipated benefits of reducing the amount of the Company's Delaware franchise tax obligations.

A form of the certificate of amendment to the certificate of incorporation that would be filed with the Delaware Secretary of State to effect the Proposed Amendment is set forth in Annex A (the "Certificate of Amendment"). If the shareholders approve the Proposed Amendment, the Board will have discretionary authority to direct the Company to file the Certificate of Amendment with the Secretary of State of the State of Delaware which is expected to be filed as soon as practicable following the Special Meeting, and the Certificate of Amendment will be effective upon such filing. However, if at any time prior to the effectiveness of the filing of the Certificate of Amendment with the Delaware Secretary of State, the Board determines that it would not be in the best interests of the Company and its shareholders to effect the Proposed Amendment, including after taking into account the effect of the reverse stock split in Proposal 2 below, in accordance with Delaware law and notwithstanding the approval of the Proposed Amendment by the shareholders, the Board may abandon the Proposed Amendment without further action by the shareholders.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMEND THAT STOCKHOLDERS VOTE "FOR" APPROVAL OF THE PROPOSAL TO GRANT THE BOARD AUTHORITY TO AMEND OUR CERTIFICATE OF INCORPORATION TO REDUCE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.

**PROPOSAL 2
AMENDMENT TO OUR CERTIFICATE OF INCORPORATION
TO EFFECT A REVERSE STOCK SPLIT**

The Board is submitting to the stockholders for approval of discretionary authority to file, an amendment to the Company's Certificate of Incorporation, to effect a reverse stock split (the "Reverse Split") of the Company's issued and outstanding common stock at a ratio of not less than 1-for-5 and not greater than 1-for-15, with such ratio to be determined at the sole discretion of the Board (the "Stock Amendment") on or before January 31, 2024. If approved, and deemed necessary by the Board, the Stock Amendment will be effective upon the filing of a certificate of amendment to our Certificate of Incorporation, or at such other date and time as may be specified in such certificate, in substantially the form attached to this proxy statement as Annex A (the "Certificate of Amendment"), with the Secretary of State of Delaware, with the timing of such filing to occur, if at all, at the sole discretion of the Board.

If this Stock Amendment is approved by our stockholders, the Board will have the authority, in its sole discretion, without further action by our stockholders, to effect the Stock Amendment. Even if our stockholders approve the Stock Amendment, we reserve the right not to effect the Reverse Split if the Board does not deem it to be in the best interests of our stockholders. Upon implementation of the Stock Amendment, depending on the ratio of not less than 1-for-5 and not greater than 1-for-15, shares of outstanding common stock will be automatically converted into one share of common stock.

Purposes of the Reverse Stock Split

We are submitting this proposal to our stockholders for approval in order to try and increase the trading price of our common stock to help ensure a share price high enough to satisfy the minimum per share bid price requirement for continued listing on The Nasdaq Capital Market. For our common stock to continue trading on The Nasdaq Capital Market, we must comply with various listing standards, including maintaining a minimum closing bid price of \$1.00 per share pursuant to Nasdaq Listing Rule 5550(a)(2).

On December 9, 2022, we received written notification (the “Notice Letter”) from the Nasdaq Stock Market (“Nasdaq”) indicating that we were not in compliance with Nasdaq Listing Rule 5550(a)(2), as the closing bid price for our common stock was below the \$1.00 per share requirement for the previous 30 consecutive business days. The Notice Letter stated that we had 180 calendar days, or until June 7, 2023, to regain compliance with the minimum bid price requirement. On June 8, 2023, we were granted an additional 180 calendar days, or until December 4, 2023, to regain compliance with the minimum bid price requirement. In accordance with Nasdaq Listing Rule 5810(c)(3)(A), we can regain compliance if the closing bid price of our common stock is at least \$1.00 for a minimum of 10 consecutive business days. We believe that the Reverse Split is our best means of increasing and maintaining the price of our common stock to above \$1.00 per share in compliance with Nasdaq requirements.

The Board would effect the Reverse Split only upon its determination that the Reverse Split would be in our and our stockholders’ best interests following stockholder approval. If our Board were to effect the Reverse Split, our Board would determine the exact exchange ratio for the Reverse Split (which will be with an exchange ratio of not less than 1-for-5 and not greater than 1-for-15), set the timing for the Reverse Split (prior to January 31, 2024) and file the Certificate of Amendment. No further action on the part of stockholders is required to either implement or abandon the Reverse Split. If our Board determines to implement the Reverse Split, we will publicly announce, prior to the effective date of the Reverse Split, additional details regarding the Reverse Split. The Board reserves its right to elect not to proceed, and to abandon, the Reverse Split if it determines, in its sole discretion, that this proposal is no longer in our best interests.

We cannot assure you that the Reverse Split will have any of the desired effects described above. More specifically, we cannot assure you that after the Reverse Split the market price of our common stock will increase proportionately to reflect the ratio for the Reverse Split, that the market price of our common stock will not decrease to its pre-split level, or that our market capitalization will be equal to the market capitalization before the Reverse Split.

Determination of Ratio

The ratio of the reverse stock split, if approved and implemented, will be a ratio of not less than 1-for-5 and not greater than 1-for-15, as determined by our Board in its sole discretion. Our Board believes that stockholder approval of a range of potential exchange ratios, rather than a single exchange ratio, is in the best interests of our stockholders because it provides our Board with the flexibility to achieve the desired results of the reverse stock split and because it is not possible to predict market conditions at the time the reverse stock split would be implemented.

Our Board would carry out a reverse stock split only upon its determination that a reverse stock split would be in the best interests of our stockholders at that time. Our Board would then set the ratio for the reverse stock split in an amount it determines is advisable and in the best interests of the stockholders considering relevant market conditions at the time the reverse stock split is to be implemented. The selection of the final reverse split ratio (within the approved range) will be made based on optimizing the price of our common stock vis-à-vis confidently meeting the Nasdaq requirements, and may not be near the upper end of the approved range. In determining the ratio, following receipt of stockholder approval, our Board may consider, among other things:

- the historical and projected performance of our common stock;
- the potential devaluation of the Company’s market capitalization as a result of a reverse stock split;
- prevailing market conditions;
- general economic and other related conditions prevailing in our industry and in the marketplace;
- the projected impact of the selected reverse stock split ratio on trading liquidity in our common stock and our ability to list our common stock on Nasdaq;
- our capitalization (including the number of shares of our common stock issued and outstanding); and
- the prevailing trading price for our common stock and the volume level thereof.

Effect of the Reverse Stock Split on Holders of Common Stock

If the reverse split is implemented, each stockholder will own a reduced number of shares of our common stock with such number of shares dependent on the ratio selected by the Board. For example, if the Board approves of a 1-for-10 reverse split, a stockholder owning 1,000 shares of common stock prior to such reverse stock split would hold 100 shares of common stock following such reverse stock split. The higher the ratio, the greater the reduction of related shares each stockholder, post reverse stock split, will experience.

The reverse stock split will be realized simultaneously and uniformly for all holders of our common stock and will not affect any stockholder's percentage ownership interest in our Company. The actual number of shares of common stock issued and outstanding after giving effect to the reverse stock split, if implemented, will depend on the reverse stock split ratio.

Record Holders -- Our stockholders of record hold their shares in certificated form, direct registration system ("DRS") form, book-entry form or some combination of certificated, DRS and book-entry form. If the reverse stock split is implemented, all stockholders of record will receive a transmittal letter from our transfer agent, American Stock Transfer & Trust Company, who we expect to act as our exchange agent if the reverse stock split is implemented. The letter of transmittal will contain instructions on how to surrender your certificates, if any, representing your shares of our pre-split common stock to American Stock Transfer & Trust Company, as well as certain other necessary information. Expenses incurred by us with respect to the exchange of shares held of record, including but not limited to expenses arising from the exchange of shares held in DRS and book-entry form, will be borne by GeoVax.

Beneficial Holders -- Upon the effectiveness of the reverse stock split, shares held by stockholders in "street name," through a bank, broker or other nominee, will be treated in the same manner as registered stockholders whose shares are registered in their names. Banks, brokers or other nominees will be instructed to implement the reverse stock split for their beneficial holders holding our common stock in "street name." However, these banks, brokers or other nominees may have different procedures than those that apply to registered stockholders for processing the reverse stock split and treatment of fractional share interests. If a stockholder holds shares of our common stock with a bank, broker or other nominee and has any questions in this regard, stockholders are encouraged to contact their bank, broker or other nominee.

Fractional Share Interests -- We do not intend to issue fractional shares in connection with or as a result of the reverse stock split. Therefore, we do not expect to issue certificates representing fractional shares. If the reverse stock split is approved and effected, stockholders of record who would otherwise hold fractional shares because the number of shares of common stock they hold before the reverse stock split is not evenly divisible by the reverse stock split ratio will be rounded up to the nearest whole share. We do not expect that the rounding up of fractional shares will materially affect our number of record holders.

We do not intend for the reverse stock split to constitute, or be the first step in, a series of plans or proposals for, a "going private" transaction pursuant to Rule 13e-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Following the reverse stock split, we intend for our common stock to remain registered under the Exchange Act and to continue to comply with the reporting requirements of such Act.

Effect of the Reverse Stock Split on Options and Warrants

If the reverse stock split is approved and effected, proportionate adjustments, based upon the reverse stock split ratio, will be made to the per share exercise price and the number of shares of common stock issuable upon the exercise or conversion of all outstanding options and warrants entitling the holders to purchase, exchange for, or convert into, shares of common stock. This would result in approximately the same aggregate price being required to be paid pursuant to such options and warrants upon exercise, and approximately the same proportionate number of shares of common stock being delivered upon such exercise, exchange or conversion, immediately following the reverse stock split as was the case immediately preceding the reverse stock split. The number of shares of common stock reserved for issuance pursuant to these securities will be reduced proportionately based upon the reverse stock split ratio.

CUSIP Number

If the reverse stock split is implemented, our common stock will receive a new CUSIP number, which is the number used to identify the Company's equity securities, and stock certificates with the older CUSIP number will need to be

exchanged for stock certificates with the new CUSIP number. We expect that our common stock would continue to be reported on the Nasdaq Capital Market under the symbol “GOVX” (although the letter “D” will be added to the end of the trading symbol for a period of 20 trading days to indicate that the reverse stock split has occurred).

Procedure for Implementing the Reverse Stock Split

If the reverse stock split is approved by the stockholders and the Board implements the reverse stock split, the reverse stock split would become effective at such time as the amendment to our Certificate of Incorporation, the form of which is attached hereto as Annex A, is filed with the Secretary of State of Delaware. Following the reverse stock split, each certificate representing shares of our common stock will be deemed for all corporate purposes to evidence ownership of the number of whole shares into which the shares previously represented by the certificate were combined pursuant to the reverse stock split. The number of shares of common stock the Company is authorized to issue will not be reduced.

Accounting Matters

The reverse stock split will not affect the par value of our common stock. As a result, as of the effective time of the reverse stock split, the stated capital attributable to our common stock on our balance sheet will be reduced proportionally based on the reverse stock split ratio effected by the Board, and the additional paid-in capital account will be credited with the amount by which the stated capital is reduced. The per share net income or loss and net book value of common stock will be restated in future financial statements to give retroactive effect to the reverse stock split, as there will be fewer shares of our common stock outstanding.

No Appraisal Rights

Under the Delaware General Corporation Law, our stockholders are not entitled to appraisal rights with respect to the proposed amendment to our Certificate of Incorporation to implement the reverse stock split, and we will not independently provide stockholders with any such rights.

Certain United States Federal Income Tax Consequences of the Reverse Stock Split

The following is a summary of certain material United States federal income tax consequences of the reverse stock split to stockholders. It addresses only the tax consequences to a United States holder that holds the pre-reverse stock split shares and post-reverse stock split shares as capital assets (generally, property held for investment). This summary is based upon the provisions of the Internal Revenue Code of 1986, as amended (the “Code”), Treasury Regulations promulgated thereunder, administrative rulings and judicial decisions as of the date hereof, all of which may change, possibly with retroactive effect, resulting in United States federal income tax consequences that may differ from those discussed below. This discussion is a summary for general information purposes only and does not address all aspects of United States federal income taxation that may be relevant to stockholders in light of their particular circumstances or to stockholders that may be subject to special tax rules, including, but not limited to, (i) banks, insurance companies, or other financial institutions; (ii) regulated investment companies; (iii) broker-dealers; (iv) tax-exempt entities; (v) traders in securities that elect to use the mark-to-market method of accounting; (vi) persons holding common stock in a hedging transaction, “straddle,” “conversion transaction” or other risk reduction transaction; (vii) persons who acquired common stock in connection with employment or the performance of services; and (viii) stockholders subject to the alternative minimum tax. We have not sought any ruling from the Internal Revenue Service with respect to the statements made and the conclusions reached in the following summary, and there can be no assurance that the Internal Revenue Service will agree with such statements and conclusions. In addition, this summary of certain United States federal income tax consequences does not address the tax consequences arising under the laws of any foreign, state or local jurisdiction.

EACH STOCKHOLDER IS URGED TO CONSULT WITH SUCH STOCKHOLDER’S OWN TAX ADVISOR WITH RESPECT TO THE TAX CONSEQUENCES OF THE REVERSE STOCK SPLIT.

As used herein, the term United States holder means a stockholder that is, for federal income tax purposes: (i) a citizen or resident of the United States; (ii) a corporation or other entity taxed as a corporation created or organized in or under the laws of the United States, any state of the United States or the District of Columbia; (iii) an estate the income of which is subject to federal income tax regardless of its source; or (iv) a trust if a United States court is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust.

If a partnership (including any entity or arrangement treated as a partnership for United States federal income tax purposes) holds shares of common stock, the tax treatment of a partner in the partnership generally will depend upon the status of the partner and the activities of the partnership. Partnerships holding common stock and the partners therein should consult their tax advisors regarding the tax consequences to them of the reverse stock split.

The reverse stock split should be treated as a recapitalization under Section 368(a)(1)(E) of the Code for United States federal income tax purposes. Therefore, no gain or loss will be recognized by a stockholder on account of the reverse stock split. The aggregate tax basis in the common stock received pursuant to the reverse stock split should equal the aggregate tax basis in the common stock surrendered, and the holding period for the common stock received should include the holding period for the common stock surrendered.

To ensure compliance with Treasury Department Circular 230, each holder of common stock is hereby notified that: (a) any discussion of U.S. federal tax issues in this Proxy Statement is limited in scope and not intended or written to be used, and cannot be used, by such holder for the purpose of (i) avoiding penalties that may be imposed on such holder under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed in this communication; (b) any such discussion has been included to support the marketing or promotion of the reverse stock split on the terms described herein; and (c) each such holder should seek advice based on his, her or its particular circumstances from an independent tax advisor.

Vote Required and Board's Recommendation

The presence, in person or represented by proxy, and affirmative vote at the Special Meeting, of a majority in voting power of the outstanding shares entitled to vote at the Special Meeting is required for approval of this proposal. Abstentions will have the effect of a vote against the proposal, and broker non-votes will not be counted as a vote in favor of or a vote against the proposal. If you sign and submit your proxy card without properly marking your voting instructions, your shares will be voted "FOR" this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" APPROVAL OF THE PROPOSAL TO GRANT THE BOARD AUTHORITY TO AMEND OUR CERTIFICATE OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT AT A RATIO WITHIN THE RANGE OF 1-FOR-5 TO 1-FOR-15.

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION
OF
GEOVAX LABS, INC.**

GeoVax Labs, Inc. (the “Corporation”), does hereby certify that the Corporation’s Certificate of Incorporation originally filed with the Delaware Secretary of State on June 17, 2008, as previously amended by:

- Certificate of Merger filed June 18, 2008, as further amended by the following documents;
- Certificate of Amendment to the Certificate of Incorporation filed April 13, 2010;
- Certificate of Amendment to the Certificate of Incorporation filed April 27, 2010;
- Certificate of Designation filed on March 20, 2012;
- Certificate of Amendment to the Certificate of Incorporation filed August 1, 2013;
- Amendment to Certificate of Designation filed on December 12, 2013;
- Certificate of Designation filed on December 12, 2013;
- Certificate of Designation filed on February 27, 2015;
- Certificate of Amendment to the Certificate of Incorporation filed May 13, 2015;
- Certificate of Amendment to the Certificate of Incorporation filed June 14, 2016;
- Certificate of Designation filed on May 9, 2017;
- Certificate of Amendment to the Certificate of Incorporation of the Corporation filed August 4, 2017;
- Certificate of Designation filed on February 19, 2019;
- Certificate of Designation filed on February 26, 2019;
- Certificate of Amendment to the Certificate of Incorporation of the Company filed April 30, 2019;
- Certificate of Designation filed July 16, 2019;
- Certificate of Designation filed July 24, 2019;
- Certificate of Amendment to the Certificate of Incorporation of the Corporation filed January 21, 2020; and
- Certificate of Designation filed on January 23, 2020,
- Certificate of Amendment filed on September 24, 2020

is hereby further amended pursuant to Section 242 of the General Corporation Law of the State of Delaware.

The Corporation does hereby further certify that this Certificate of Amendment was duly adopted by the Corporation’s Board of Directors and by the stockholders of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

The Certificate of Incorporation of the Corporation, as amended, is amended as follows:

The first paragraph of Article IV of the Certificate of Incorporation, as amended, shall be deleted in its entirety and replaced with the following:

“The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 160,000,000 shares, which are divided into two classes consisting of: (a) 150,000,000 shares of Common Stock, par value \$0.001 per share, and (b) 10,000,000 shares of Preferred Stock, par value \$0.01 per share.

Upon the effectiveness of this Certificate of Amendment of the Certificate of Incorporation (the “Effective Time”), each _____ (_____) shares of the Corporation’s Common Stock, par value \$0.001 per share (“Old Common Stock”), issued and outstanding immediately prior to the Effective Time will automatically and without any action on the part of the respective holders thereof, be combined and reclassified into one (1) share of Common Stock, par value \$0.001 per share (the “New Common Stock”) (and such combination and conversion, the “Reverse Stock Split”). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to the holders of record of Old Common Stock in connection with the Reverse Stock Split. Stockholders of record who would otherwise hold

fractional shares because the number of shares of common stock they hold before the reverse stock split is not evenly divisible by the reverse stock split ratio will be rounded up to the nearest whole share.”

The remainder of the Certificate of Incorporation shall remain unchanged and in full force and effect.

This Certificate of Amendment shall be effective as of 12:01 a.m. Eastern Time on _____, 2024.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed on _____, 2024.

GEOVAX LABS, INC.

David A. Dodd
President and Chief Executive Officer

GEOVAX LABS, INC.
ATTN: CORPORATE SECRETARY
1900 LAKE PARK DRIVE
SUITE 380
SMYRNA, GEORGIA 30080

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card or Notice Regarding Availability of Proxy Materials in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the internet. To sign up for electronic delivery, please follow the instructions above to vote using the internet and, when prompted, indicate that you agree to receive or access proxy material electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card or Notice Regarding Availability of Proxy Materials in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR proposals 1 and 2:

	For	Against	Abstain
1. Approval to grant the Board authority to amend the Company's Certificate of Incorporation of GeoVax Labs, Inc. to reduce the authorized shares of common stock, \$0.001 par value, from 600,000,000 to 150,000,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval to grant the Board authority to amend the Company's Certificate of Incorporation to effect a reverse split of our issued and outstanding common stock within a range of 1-for-5 to 1-for-15, as selected by the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: To transact such other business as may properly come before the meeting or any adjournment thereof.

The undersigned hereby ratifies and confirms all that said attorneys in fact, or either of them or their substitutes, may lawfully do or cause to be done by virtue hereof, and acknowledges receipt of the notice of the special meeting and the accompanying proxy statement.

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Signature of Stockholder

Date

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Signature (Joint Owners)

Date

NOTE: Please sign, within the box, exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

GEOVAX LABS, INC.

**This proxy is solicited by the Board of Directors
Special Meeting of Stockholders
January 16, 2024, 8:30 a.m.**

The shares represented by this proxy will be voted as specified herein by the stockholder when instructions are given in accordance with the procedures described herein and in the accompanying Proxy Statement. If no specification is made, all shares will be voted "FOR" the approval of the proposals set forth in the Proxy Statement.

The stockholder represented herein appoints David A. Dodd and Mark W. Reynolds, and each of them, with full power to act alone, the true and lawful attorneys in fact and proxies, with the full power of substitution and revocation, to vote all shares of common stock entitled to be voted by said stockholder at the Special Meeting of Stockholders of GeoVax Labs, Inc. to be held at the offices of Womble Bond Dickinson (US) LLP, 271 17th Street, NW, Suite 2400, Atlanta, Georgia 30363, on January 16, 2024 at 8:30 a.m. Atlanta Time, and in any adjournment or postponement thereof as specified in this proxy. This proxy revokes any proxy previously given.

Stockholders may revoke this proxy at any time prior to the vote at the Special Meeting. If any other business is properly brought before the Special Meeting, the shares represented by this proxy will be voted at the discretion of the proxies identified above.

[CONTINUED AND TO BE SIGNED ON REVERSE SIDE]