

AETHLON MEDICAL INC
Form 10-K/A
July 13, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 1 to

FORM 10-K

(MARK ONE)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2015

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 000-21846

AETHLON MEDICAL, INC.

(Exact name of registrant as specified in its charter)

NEVADA 13-3632859
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

9635 Granite Ridge Drive, Suite 100
San Diego, California 92123
(Address of principal executive office) (Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (858) 459-7800

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE EXCHANGE ACT:

<u>TITLE OF EACH CLASS</u>	<u>NAME OF EACH EXCHANGE ON WHICH REGISTERED</u>
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COMMON STOCK—\$.001 PAR VALUE	The Nasdaq Stock Market LLC
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SECURITIES REGISTERED UNDER SECTION 12(g) OF THE ACT:

N/A

(TITLE OF CLASS)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

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 405 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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 Act). Yes ☐ No ☒

The aggregate market value of the common stock held by non-affiliates of the registrant as of September 30, 2014 was approximately \$29 million, computed by reference to the closing sale price of the common stock of \$6.08 per share on the OTC Bulletin Board on September 30, 2014. Shares of common stock held by each executive officer and director and by each person who owns 10% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. The determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of the common stock of the registrant outstanding as of June 25, 2015 was 7,610,344.

Explanatory Note: On April 14, 2015, the registrant completed a 1-for-50 reverse stock split. Accordingly, the registrant's authorized common stock was reduced from 500,000,000 shares to 10,000,000 shares, and each 50 shares of outstanding common stock held by stockholders were combined into one share of common stock. This Form 10-K reflects, and the accompanying consolidated financial statements and accompanying notes have been retroactively revised to reflect, such reverse stock split as if it had occurred on April 1, 2013. All shares and per share amounts have been revised accordingly.

EXPLANATORY NOTE TO AMENDMENT NO. 1

This Amendment No. 1 to the Annual Report on Form 10-K is being filed solely to furnish in their entirety the Interactive Data files as Exhibit 101, in accordance with Rule 405 of Regulation S-T. Certain of the Interactive Data files were inadvertently not filed on June 26, 2015 due to a filing transmission error. In addition, the cover page has been updated to reflect that The Nasdaq Stock Market LLC is now the exchange on which Registrant's common stock is traded effective July 13, 2015, and to reflect that Registrant's common stock is now registered under Section 12(b) of the Exchange Act of 1934, as amended. No other changes are being made to the Form 10-K, as originally filed on June 26, 2015.

PART IV - OTHER INFORMATION

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS

101.INS XBRL Instance Document
101.SCH XBRL Schema Document
101.CAL XBRL Calculation Linkbase Document
101.DEF XBRL Definition Linkbase Document
101.LAB XBRL Label Linkbase Document
101.PRE XBRL Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on the 13th day of July, 2015.

By: /s/ JAMES A. JOYCE
 James A. Joyce
 Chairman, Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ JAMES A. JOYCE James A. Joyce	Chairman of the Board, Chief Executive Officer and Principal Executive Officer	July 13, 2015
/s/ JAMES B. FRAKES James B. Frakes	Chief Financial Officer and Principal Accounting Officer	July 13, 2015
/s/ FRANKLYN S. BARRY, JR. Franklyn S. Barry, Jr.	Director	July 13, 2015
/s/ EDWARD G. BROENNIMAN Edward G. Broenniman	Director	July 13, 2015
/s/ RODNEY S. KENLEY Rodney S. Kenley	Director	July 13, 2015
/s/ CHETAN S. SHAH Chetan S. Shah	Director	July 13, 2015