

AETHLON MEDICAL INC
Form 8-K/A
December 19, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

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

Date of Report (Date of earliest event reported): December 13, 2013

AETHLON MEDICAL, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|---|
| Nevada | | 13-3632859 |
| (State or other jurisdiction of incorporation) | 000-21846 (Commission File Number) | (IRS Employer Identification Number) |

8910 University Center Lane, Suite 660
San Diego, California 92122
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (858) 459-7800

Not applicable

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2 below):

- 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 240.13e-4(c))
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EXPLANATORY NOTE

This amendment to Registrant's Form 8-K originally filed on December 17, 2013 is being filed to disclose the participation of a director of Registrant in the offering disclosed below.

FORWARD LOOKING STATEMENTS

This Form 8-K and other reports filed by Registrant from time to time with the Securities and Exchange Commission (collectively the "Filings") contain or may contain forward looking statements and information that are based upon beliefs of, and information currently available to, Registrant's management as well as estimates and assumptions made by Registrant's management. When used in the Filings the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan" or the negative of these terms and similar expressions as they relate to Registrant or Registrant's management identify forward looking statements. Such statements reflect the current view of Registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to Registrant's industry, Registrant's operations and results of operations and any businesses that may be acquired by Registrant. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Although Registrant believes that the expectations reflected in the forward looking statements are reasonable, Registrant cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results.

ITEM 8.01 OTHER EVENTS.

On December 13, 2013, Exosome Sciences, Inc. ("ESI"), a Nevada corporation and majority owned diagnostic subsidiary of Aethlon Medical, Inc. ("Registrant" or the "Company"), entered into a stock purchase agreement (the "Stock Purchase Agreement") with three accredited investors (collectively, the "Purchasers"), pursuant to which the Purchasers purchased an aggregate of 80,000 shares of ESI's common stock, par value \$.001 per share (the "Common Stock"), at a purchase price of \$5.00 per share, for an aggregate purchase price of \$400,000, or a post money valuation of \$7,500,000 for ESI. The aggregate gross proceeds received by ESI under the Stock Purchase Agreement are \$1,500,000, including the sales previously reported by the Company in a report on Form 8-K filed on November 21, 2013 (the "Prior Sales"). As a result of the transaction, including the Prior Sales, the Company's percentage ownership of the outstanding capital stock of ESI was reduced from 100% to 80%.

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One of the Purchasers, Dr. Chetan Shah, is a director of the Registrant. Dr. Shah purchased 70,000 ESI shares for an aggregate purchase price of \$350,000, \$100,000 of which was paid in cash and \$250,000 of which was paid by conversion of the total principal outstanding of \$250,000 under a promissory note previously issued to Dr. Shah by ESI. Dr. Shah did not participate in the negotiation of the purchase and sale terms, including price per share. His participation in the offering was on the same terms and conditions as offered to the other Purchasers.

The securities sold in the private placement were not registered under the Securities Act, or the securities laws of any state, and were offered and sold in reliance on the exemption from registration afforded by Section 4(2) and Regulation D (Rule 506) under the Securities Act and corresponding provisions of state securities laws, which exempt transactions by an issuer not involving any public offering. Each Purchaser is an “accredited investor” as such term is defined in Regulation D promulgated under the Securities Act. This current report shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall such securities be offered or sold in the United States absent registration or an applicable exemption from the registration requirements and certificates evidencing such shares contain a legend stating the same.

The foregoing description of the Stock Purchase Agreement does not purport to be complete and is qualified in its entirety by the form of Stock Purchase Agreement attached hereto as Exhibit 10.1, which is incorporated herein by reference. Readers should review that document for a complete understanding of the terms and conditions associated with this transaction.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS

| <u>EXHIBIT</u> <u>NO.</u> | <u>DESCRIPTION</u> |
|------------------------------|----------------------------------|
| 10.1 | Form of Stock Purchase Agreement |

SIGNATURES

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

AETHLON MEDICAL, INC.

By: /s/ James B. Frakes

James B. Frakes

Dated: December 19, 2013 Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

10.1 Form of Stock Purchase Agreement

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