

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) November 1, 2000

AETHLON MEDICAL, INC.  
(Exact name of registrant as specified in its charter)

Nevada	33-44567-NY	13-3632859
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No,)

7825 Fay Avenue, Suite 200, La Jolla, California	92037
----- (Address of principal executive offices)	----- (Zip Code)

Registrant's telephone number, including are code (858) 456-5777  
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Not applicable

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

ITEM 2. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

1. On November 1, 2000, the Company was notified that Freed Maxick Sachs & Murphy, PC had merged with McGladrey & Pullen, LLP and that Freed Maxick Sachs & Murphy, PC would no longer be the auditor for the Registrant. McGladrey & Pullen, LLP was appointed as the Registrant's new auditor.
2. The auditor's reports from Freed Maxick Sachs & Murphy, PC for the Registrant's past two fiscal years did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to audit scope, or accounting principles. However, the opinion was modified due to the risk of uncertainty relating to the Company's ability to continue as a going concern.
3. The decision to change accountants resulted from the merger and was not recommended or approved by the board of directors or the audit committee of the board of directors.
4. During the Registrant's two most recent fiscal years and the subsequent interim period preceding the change, there have been no disagreements with Freed Maxick Sachs & Murphy, PC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.
5. The Registrant has requested Freed Maxick Sachs & Murphy, PC to furnish a letter addressed to the Commission stating whether it agrees with the statements made in this Item. Such letter is included in an exhibit to this Form 8-K.

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.

/s/ FRANKLYN S. BARRY

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Franklyn S. Barry, Jr., President

Date: November 6, 2000

EXHIBIT INDEX

EXHIBIT 1

Letter from Freed Maxick Sachs & Murphy, PC to the Securities and Exchange Commission relating to statements included under Item 4 of the Aethlon Medical, Inc. Form 8-K.

EXHIBIT 1

November 1, 2000

Securities and Exchange Commission  
Washington, D.C. 20549

Gentlemen:

We were previously the independent accountants for Aethlon Medical, Inc., and on June 21, 2000 we reported on the consolidated financial statements of Aethlon Medical, Inc. and subsidiaries as of and for the two years ended March 31, 2000. On November 1, 2000 we informed Aethlon Medical, Inc. that we had merged with McGladrey & Pullen, LLP and we would no longer be the independent accountants of Aethlon Medical, Inc. We have read Aethlon Medical, Inc.'s statements included under Item 4 of its Form 8-K and we agree with such statements.

FREED MAXICK SACHS & MURPHY, PC

Buffalo, NY  
November 1, 2000