
UNITED STATES
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): September 25, 2015

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

Nevada
(State or other jurisdiction
of incorporation)

001-37487
(Commission File Number)

13-3632859
(IRS Employer
Identification Number)

9635 Granite Ridge Drive, Suite 100
San Diego, California
(Address of principal executive offices)

92123
(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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FORWARD-LOOKING STATEMENTS

This Form 8-K and other reports filed by us from time to time with the Securities and Exchange Commission contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, our management as well as estimates and assumptions made by our management. When used in such filings, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan" or the negative of these terms and similar expressions as they relate to us or our management identify forward-looking statements. Such statements reflect our current view with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to our industry, our operations and results of operations and any businesses that we may acquire. 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 we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On September 25, 2015, Aethlon Medical, Inc. ("we") entered into an extension of our contract with the Defense Advanced Research Projects Agency, or DARPA, part of the Department of Defense. We originally entered into the initial contract on September 30, 2011. DARPA entered into this contract extension in order to exercise its option to continue the contract for year five, the final year of the contract.

The DARPA contract is priced on a fixed-price basis. Pursuant to the contract extension, we have the potential to earn up to \$581,157 in fixed payments upon our achievement of the milestones for year five of the contract.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS

| EXHIBIT NO. | DESCRIPTION |
|-------------|---|
| 10.1 | DARPA Contract Extension dated September 25, 2015 |

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
Chief Financial Officer

Dated: September 28, 2015

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|-------------|---|
| 10.1 | DARPA Contract Extension dated September 25, 2015 |

| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | | | 1. CONTRACT ID CODE J | PAGE OF PAGES 1 3 |
|---|--|--|--|--|------------------------|
| 2. AMENDMENT/MODIFICATION NO. P00012 | | 3. EFFECTIVE DATE 28-Sep-2015 | | 4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE | |
| 6. ISSUED BY SPAWAR SYSTEMS CENTER PACIFIC LYNN BIEDERMANN CODE 22530 LYNN.BIEDERMANN@NAVY.MIL 53550 HULL STREET SAN DIEGO CA 92112-5001 | | 7. ADMINISTERED BY (If other than item 6) DCMA SAN DIEGO 7675 DAGGET ST SUITE 200 SAN DIEGO CA 92111-2241 | | 5. PROJECT NO. (If applicable) S0514A SCD: C | |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) AETHLON MEDICAL INC DUNSW 05460065 8910 UNIVERSITY CTR LN STE 000 SAN DIEGO CA 92122-1027 | | | | 9A. AMENDMENT OF SOLICITATION NO. | |
| | | | | 9B. DATED (SEE ITEM 11) | |
| | | | | X 10A. MOD. OF CONTRACT/ORDER NO. N66001-11-C-4188 | |
| | | | | X 10B. DATED (SEE ITEM 13) 30-Sep-2011 | |
| CODE 47A31 | | FACILITY CODE | | | |
| 11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS | | | | | |
| <input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified. | | | | | |
| 12. ACCOUNTING AND APPROPRIATION DATA (If required) See Schedule | | | | | |
| 13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACT ORDERS IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14. | | | | | |
| A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. | | | | | |
| B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B). | | | | | |
| X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual Agreement of the Parties | | | | | |
| D. OTHER (Specify type of modification and authority) | | | | | |
| E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return 1 copies to the issuing office. | | | | | |
| 14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: biederr152724 This modification exercises and fully funds the Option 4 Period (CLINS 0011 and 0012) of the contract. Please see the following page(s). | | | | | |
| Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect. | | | | | |
| 15A. NAME AND TITLE OF SIGNER (Type or print) Rodney S. Kenley, President/P.I. | | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) JACOB WARD | | | |
| 15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign) | | 15C. DATE SIGNED 9/25/15 | | 16B. UNITED STATES OF AMERICA BY (Signature of Contracting Officer) | |
| EXCEPTION TO SF 30 APPROVED BY OIRM 11-84 | | 30-105-04 | | 16C. DATE SIGNED 25 Sep 2015 | |

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

SECTION A - SOLICITATION/CONTRACT FORM

The total cost of this contract was increased by \$581,157.00 from \$5,354,839.00 to \$5,935,996.00.

SECTION B - SUPPLIES OR SERVICES AND PRICES

CLIN 0011

The option status has changed from Option to Option Exercised.

CLIN 0012

The option status has changed from Option to Option Exercised.

SUBCLIN 001101 is added as follows:

| | | | |
|--------|---|------------|--------------|
| 001101 | Funding for Opt 4 MIPR# HR0011518340 | ACRN AH | \$581,157.00 |
|--------|---|------------|--------------|

SECTION E - INSPECTION AND ACCEPTANCE

The following Acceptance/Inspection Schedule was added for SUBCLIN 001101:

| | | | |
|------------|------------|-----------|------------|
| INSPECT AT | INSPECT BY | ACCEPT AT | ACCEPT BY |
| N/A | N/A | N/A | Government |

SECTION G - CONTRACT ADMINISTRATION DATA

Accounting and Appropriation

Summary for the Payment Office

As a result of this modification, the total funded amount for this document was increased by \$581,157.00 from \$5,354,839.00 to \$5,935,996.00.

SUBCLIN 001101:

Funding on SUBCLIN 001101 is initiated as follows:

ACRN: AH

CIN: 130021178700011

Acctng Data: 9715160400 1320 BDL TTT20 1 5BT01C OR EADARP A255HR001151 83400200020602115E00 012199

Increase: \$581,157.00

Total: \$581,157.00

(End of Summary of Changes)