

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): **June 5, 2025**

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 No.)
11555 Sorrento Valley Road, Suite 203 San Diego, California (Address of principal executive offices)		92121 (Zip Code)

Registrant's telephone number, including area code: **(619) 941-0360**

N/A

(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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	AEMD	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

As previously reported on the Current Report on Form 8-K of Aethlon Medical, Inc. (the “Company”), as filed with the Securities and Exchange Commission on May 13, 2025, at the Company’s Special Meeting of Stockholders held on May 13, 2025 (the “Special Meeting”), the Company’s stockholders approved, pursuant to Nevada Revised Statutes (“NRS”) 78.2055, a reverse stock split of the Company’s common stock at a ratio in the range of 1-for-5 to 1-for-12, with such ratio to be determined in the discretion of the Company’s Board of Directors (the “Board”) and with such reverse stock split to be effected at such time and date as determined by the Board in its sole discretion (but in no event later than May 13, 2026). Following the Special Meeting on May 13, 2025, the Board unanimously approved, pursuant to NRS 78.2055, a reverse stock split of all issued and outstanding shares of the Company’s common stock, at a ratio of 1-for-8 (the “Reverse Stock Split”). The Reverse Stock Split will be implemented at 5:00 p.m. Eastern Time on June 6, 2025 (the “Effective Time”) with trading commencing upon market opening on June 9, 2025.

The terms of the Reverse Stock Split are such that every eight shares of the Company’s issued and outstanding common stock will automatically be combined into one issued and outstanding share of common stock, without any change in par value per share. As a result of the Reverse Stock Split, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all then outstanding stock options, restricted stock units and warrants, which will result in a proportional decrease in the number of shares of the Company’s common stock reserved for issuance upon exercise or vesting of such stock options, restricted stock units and warrants, and, in the case of stock options and warrants, a proportional increase in the exercise price of all such stock options and warrants. In addition, the number of shares reserved for issuance under the Company’s equity compensation plans immediately prior to the Effective Time will be reduced proportionately.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders will be issued one whole share of common stock in exchange for any fractional interest that such stockholder would have otherwise received as a result of the Reverse Stock Split. The Reverse Stock Split will affect all stockholders proportionately and will not affect any stockholder’s percentage ownership of the Company’s common stock, except to the extent that the Reverse Stock Split results in any stockholder owning an additional share.

The Company’s common stock will begin trading on a split-adjusted basis commencing upon market opening on The Nasdaq Capital Market on June 9, 2025. The new CUSIP number for the Company’s common stock following the Reverse Stock Split is 00808Y 505.

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.

Date: June 5, 2025

Aethlon Medical, Inc.

By: /s/ James B. Frakes

Name: James B. Frakes
Chief Executive Officer and Chief Financial Officer