UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Aethlon Medical, Inc.

(Exact name of registrant as specified in its charter)

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

11555 Sorrento Valley Road, Suite 203
San Diego, California 92121
(Address of principal executive offices) (Zip Code)

Aethlon Medical, Inc. 2020 Equity Incentive Plan
(Full title of the plan)

James B. Frakes
Chief Executive Officer and Chief Financial Officer
Aethlon Medical, Inc.
11555 Sorrento Valley Road, Suite 203
San Diego, California 92121
(619) 941-0360
(Name, address, and telephone number, including area code, of agent for service)

Copies to:

Dennis J. Doucette, Esq.
Procopio, Cory, Hargreaves & Savitch LLP
12544 High Bluff Drive, Suite 400
San Diego, CA 92130
(858) 720-6300

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

Large accelerated Filer	☐	Accelerated Filer	☐
Non-accelerated Filer	☒	Smaller reporting company	☒
		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 7(a)(2)(B) of the Securities Act ☐

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Aethlon Medical, Inc. (the "Company") is filing this Registration Statement on Form S-8 (this "Registration Statement") to register an additional 100,000 shares of the Company's common stock, par value $0.001 per share (the "Common Stock"), issuable pursuant to the Company's 2020 Equity Incentive Plan, as amended (the "2020 Plan"). The additional shares were authorized pursuant to an amendment to the 2020 Plan approved by the Company's stockholders on October 1, 2026.

The additional 100,000 shares of Common Stock are in addition to the shares of Common Stock previously registered for issuance under the 2020 Plan pursuant to the Company's Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on September 15, 2020 (File No. 333-248820), September 19, 2022 (File No. 333-267504), November 15, 2024 (File No. 333-283690), and June 10, 2026 (File No. 333-296684). Pursuant to General Instruction E of Form S-8, the contents of those registration statements are hereby incorporated by reference into this Registration Statement, except to the extent modified or superseded by the information contained herein or in any subsequently filed document incorporated by reference herein.

Effective June 6, 2025, the Company effected a one-for-eight reverse stock split of its Common Stock, with trading on a split-adjusted basis commencing June 9, 2025. Effective October 16, 2025, the Company effected a one-for-ten reverse stock split of its Common Stock, with trading on a split-adjusted basis commencing October 20, 2025. Effective July 31, 2026, the Company effected a one-for-five reverse stock split of its Common Stock, with trading on a split-adjusted basis commencing August 4, 2026 (collectively, the "Reverse Stock Splits"). The number of shares of Common Stock issuable under the 2020 Plan was adjusted, as applicable, to reflect the Reverse Stock Splits.

The approval of the amendment to the 2020 Plan by the Company's stockholders at its 2026 Annual Meeting of Stockholders is described in the Company's Current Report on Form 8-K filed with the Commission on October 1, 2026, as amended by the Company's Current Report on Form 8-K/A filed with the Commission on October 5, 2026, each of which is incorporated herein by reference.

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the Commission pursuant to the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- The Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2026, filed with the Commission on June 10, 2026;
- The Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2026, filed with the Commission on August 13, 2026;
- The Company's Current Reports on Form 8-K filed with the Commission on June 10, 2026, July 8, 2026, July 31, 2026, August 31, 2026, September 15, 2026, September 17, 2026, October 1, 2026, and October 9, 2026, and the Company's Current Report on Form 8-K/A filed with the Commission on October 5, 2026, in each case excluding any information furnished rather than filed with the Commission; and
- The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A, filed with the Commission pursuant to Section 12(b) of the Exchange Act on July 8, 2015, including any amendments or reports filed for the purpose of updating such description, including Exhibit 4.16 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2020, filed with the Commission on June 25, 2020.

All reports and other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing such reports and documents.

Any statement contained in a document incorporated by, or deemed incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description	Incorporation by Reference			Filed Herewith
		Form	Filing Date	Exhibit	
4.1	Articles of Incorporation, as amended.	8-K	September 19, 2022	3.1	
4.2	Certificate of Amendment to Articles of Incorporation.	8-K	February 23, 2026	3.1	
4.2	Certificate of Amendment to Articles of Incorporation.	8-K	October 9, 2026	3.1	
4.3	Amended and Restated Bylaws of the Company.	8-K	September 12, 2019	3.1	
5.1	Opinion of Procopio, Cory, Hargreaves & Savitch LLP.				X
23.1	Consent of Haskell & White LLP, independent registered public accounting firm.				X
23.2	Consent of Procopio, Cory, Hargreaves & Savitch LLP (incorporated by reference to Exhibit 5.1 to this Registration Statement on Form S-8).				X
24.1	Power of Attorney (included on the signature page hereto)				X
99.1	Aethlon Medical, Inc. 2020 Equity Incentive Plan, as amended to date, Form of Restricted Stock Grant, Form of Option Grant and Agreement.	8-K	October 1, 2026	10.1	
107	Filing Fee Table				X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on November 12, 2026.

Aethlon Medical, Inc.

By: */s/ James B. Frakes*
James B. Frakes
Chief Executive Officer and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints James B. Frakes as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for such person and in such person's name, place and stead, in any and all capacities, to file and sign any and all amendments to this Registration Statement, including any and all post-effective amendments, and to file such amendments thereto, with exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ *James B. Frakes* James B. Frakes	Chief Executive Officer, Chief Financial Officer and Director (*Principal Executive, Financial and Accounting Officer*)	November 12, 2026
/s/ *Edward G. Broenniman* Edward G. Broenniman	Chairman of the Board, Director	November 12, 2026
/s/ *Chetan Shah* Chetan Shah, MD	Director	November 12, 2026
/s/ *Angela Rossetti* Angela Rossetti	Director	November 12, 2026
/s/ *Nicolas Gikakis* Nicolas Gikakis	Director	November 12, 2026

Exhibit 5.1

PROCOPIO
12544 High Bluff Drive
Suite 400
San Diego, CA 92130
T. 858.720.6300
F. 619.235.0398

DEL MAR HEIGHTS
LAS VEGAS
ORANGE COUNTY
SAN DIEGO
SCOTTSDALE
SILICON VALLEY
WASHINGTON D.C.

November 11, 2026

Aethlon Medical Inc.
11555 Sorrento Valley Road, Suite 203
San Diego, California 92121

Re: Aethlon Medical, Inc. - Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel Aethlon Medical, Inc., a Nevada corporation (the "Company"), in connection with the filing with the U.S. Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), for the registration of 100,000 shares of common stock, $0.001 par value per share (the "Shares"), of the Company, pursuant to the Company's 2020 Equity Incentive Plan, as amended (the "2020 Plan").

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

We have examined the 2020 Plan and such corporate records, documents, instruments and certificates of the Company, and have reviewed such other documents as we have deemed relevant under the circumstances. In such examination, we have assumed, without independent investigation, the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all natural persons, and the conformity of any documents submitted to us as copies to their respective originals. As to certain questions of fact material to this opinion, we have relied, without independent investigation, upon statements or certificates of public officials and officers of the Company. We are opining herein as to the general corporate law of the State of Nevada, as set forth in Title 7, Chapter 78 of the Nevada Revised Statutes, and we express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, and assuming that (i) the Company reserves for issuance under the 2020 Plan an adequate number of authorized and unissued shares of common stock, (ii) when issued, the Shares are duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, (iii) each individual issuance, grant or award under the 2020 Plan is duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of applicable law and the 2020 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), and (iv) the consideration required to be paid in connection with the issuance and sale of the Shares under the 2020 Plan is actually received by the Company as provided in the 2020 Plan, we are of the opinion that the Shares, when issued in accordance with the 2020 Plan, will be validly issued, fully paid and non-assessable.

We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Procopio Cory Hargreaves & Savtich, LLP
Procopio, Cory, Hargreaves & Savitch LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Aethlon Medical, Inc. (the "Company") of our report dated June 10, 2026, relating to our audits of the Company's consolidated financial statements as of March 31, 2026 and 2025, and for each of the years in the two-year period ended March 31, 2026, included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2026.

Our report dated June 10, 2026 includes an explanatory paragraph that states the Company has recurring losses from operations, an accumulated deficit, expects to incur losses for the foreseeable future, and requires additional working capital to achieve its operating plans. Our report further states that these conditions raise substantial doubt regarding the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We also consent to the reference to our firm under the heading "Experts" in such Prospectus.

/s/ Haskell & White LLP

HASKELL & WHITE LLP

Irvine, California

November 10, 2026

CALCULATION OF FILING FEE TABLES

S-8

Aethlon Medical, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, $0.001 par value per share	(1)	Other	100,000	$ 5.32	$ 532,000.00	0.000087	$ 46.24
					Total Offering Amounts:	$ 532,000.00		46.24
					Total Fee Offsets:			0.00
					Net Fee Due:			$ 46.24

Offering Note(s)

(1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the "Securities Act"), this Registration Statement on Form S-8 (the "Registration Statement") also covers an indeterminate number of additional shares of Common Stock of Aethlon Medical, Inc. (the "Company") that may be offered and issued under the Company's 2020 Equity Incentive Plan (the "Plan") to prevent dilution resulting from stock splits, stock distributions or similar transactions.

Represents 100,000 additional shares of Common Stock authorized for issuance under the Company's 2020 Equity Incentive Plan, as amended.

Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low sale prices of the Company's common stock as reported on The Nasdaq Capital Market on October 30, 2026, which is within five business days prior to filing.