

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): May 3, 2012

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

Nevada  
(State or other jurisdiction of incorporation)

000-21846  
(Commission File Number)

13-3632859  
(IRS Employer Identification Number)

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

92122  
(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))~~

## 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 7.01 Regulation FD Disclosure.

On May 3, 2012, the Company issued the press release attached hereto as Exhibit 99.1.

#### *Limitation on Incorporation by Reference*

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

### Item 9.01 Financial Statements and Exhibits

<b>Exhibit No.:</b>	<b>Description:</b>
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99.1	Press release issued May 3, 2012
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**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 A. Joyce  
James A. Joyce  
Chief Executive Officer

Dated: May 3, 2012



**Aethlon Medical Note: Fiscal Year Revenue Guidance**

**SAN DIEGO – May 3, 2012 – Aethlon Medical, Inc.** (OTCBB: AEMD), today released the following note authored by its Chairman and CEO, Jim Joyce.

On May 19<sup>th</sup> of last year, we introduced and began marketing the Aethlon ADAPT™ system, a technology platform that converges the capabilities of plasma membrane technology and affinity drug mechanisms. Our Aethlon ADAPT™ system provides a foundation to create a pipeline of device-based therapies that selectively target disease-enhancing particles from the entire circulatory system. On October 3<sup>rd</sup>, 2011, we disclosed our first success in marketing the Aethlon ADAPT™ system, a \$6.8 million multi-year contract from the Defense Advanced Projects Agency (DARPA) that has since transitioned us from a development-stage to revenue stage organization. Under this contract, our tasks include the development of a dialysis-like device to prevent sepsis, a fatal bloodstream infection that is often the cause of death in combat-injured soldiers. As a courtesy to shareholders and other interested parties, the purpose of this note is to provide revenue guidance for our March 31, 2012 fiscal year end. As a result of achieving five contract milestones between October 1, 2011 and March 31, 2012, we expect to recognize approximately \$1,350,000 in contract revenue. We also recorded our first sale of research diagnostic tools during the fiscal year, which will have a minimal effect on revenue reporting.

**About Aethlon Medical**

The Aethlon Medical mission is to create innovative medical devices that address unmet medical needs in cancer, infectious disease, and other life-threatening conditions. Our Aethlon ADAPT™ System is a revenue-stage technology platform that provides the basis for a new class of therapeutics that target the selective removal of disease enabling particles from the entire circulatory system. The Aethlon ADAPT™ product pipeline includes the Aethlon Hemopurifier® to address infectious disease and cancer; HER2osome™ to target HER2+ breast cancer, and a medical device being developed under a contract with DARPA that would reduce the incidence of sepsis in combat-injured soldiers and civilians. For more information, please visit [www.aethlonmedical.com](http://www.aethlonmedical.com).

*All financial disclosures, anticipated revenue recognition amounts and other information related to the financial results and operations of the Company set forth above are unaudited and are subject to year-end audit adjustments and footnote disclosures. The Company has not completed its fiscal year audit and the revenue guidance provided herein should be regarded as preliminary. The foregoing fiscal year-end revenue guidance should not be construed as a projection of future revenue activities during any period of fiscal year 2013. Future revenue of the Company, if any, may differ materially from that set forth above.*

*Certain statements herein may be forward-looking and involve risks and uncertainties. Such forward-looking statements involve assumptions, known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Aethlon Medical, Inc. to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. Such potential risks and uncertainties include, without limitation, that the FDA will not approve the initiation of the Company's clinical programs or provide market clearance of the company's products, future human studies of the Aethlon ADAPT™ system or the Aethlon Hemopurifier® as an adjunct therapy to improve patient responsiveness to established cancer therapies, the Company's ability to raise capital when needed, the Company's ability to complete the development of its planned products, the Company's ability to manufacture its products either internally or through outside companies and provide its services, the impact of government regulations, patent protection on the Company's proprietary technology, product liability exposure, uncertainty of market acceptance, competition, technological change, and other risk factors. In such instances, actual results could differ materially as a result of a variety of factors, including the risks associated with the effect of changing economic conditions and other risk factors detailed in the Company's Securities and Exchange Commission filings. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.*

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