

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): July 24, 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 the 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, the Registrant's management as well as estimates and assumptions made by the 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 the Registrant or the Registrant's management identify forward-looking statements. Such statements reflect the current view of the Registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to the Registrant's industry, the Registrant's operations and results of operations and any businesses that may be acquired by the 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 the Registrant believes that the expectations reflected in the forward-looking statements are reasonable, the 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, the Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

Effective July 24, 2012, Mr. Philip Ward and Mr. Thomas Wornham were elected to the Board of Directors (the "Board") of Aethlon Medical, Inc. (the "Registrant"). Messrs. Ward and Wornham were elected by the unanimous vote of the Board, filling the two vacancies created by the Board's determination to expand the Board of Directors and fix the number of Directors on the Board at seven as permitted by the amendment of the Registrant's By-laws discussed in Item 5.03 below. The election of Messrs. Ward and Wornham to the Board brings the total number of Directors to seven. Each will serve until his resignation or removal, or until his successor is duly elected.

Mr. Wornham recently retired as Executive Vice President & Regional Manager at Wells Fargo Bank in San Diego, representing the culmination of an exemplary career that spanned three decades. At Wells Fargo, Mr. Wornham's team provided financial solutions to diverse industry organizations whose annual revenues ranged between \$10 million and \$1 billion dollars. Included among these organizations are public and private life science, biotechnology and medical device companies located throughout San Diego, Imperial, and Southern Riverside Counties. Mr. Wornham is also an active civic leader. He is currently Vice Chair of the San Diego Water Authority and the past Chairman of the San Diego Regional Chamber of Commerce, The Century Club of San Diego, and the San Diego Regional Economic Development Corporation. Mr. Wornham graduated from University of California Berkeley, with a BA Political Science in 1982.

Mr. Ward is the former Chairman and CEO of Bignell-Ward-Bignell Corporation; former President and CEO of Hawk Financial Services Corporation, a premium finance company; former Executive Director and COO of Investments of Golden Eagle Insurance Corporation, a property and casualty California insurance company; and former Executive Vice President and COO Finance of Big Bear Supermarkets, where he was also in charge of acquisitions, as well as leasing and sales of all operating units and real properties.

On June 26, 2012, the Registrant and Mr. Wornham entered into a unit subscription agreement pursuant to which Mr. Wornham purchased \$10,000 of units (the "Units"), with each Unit consisting of (1) one share of Common Stock at a price per share of \$0.072 and (2) a warrant to purchase that number of shares of Common Stock (the "Warrant Shares") as shall equal (a) 50% of the subscription amount divided by (b) \$0.072 at an exercise price of \$0.107 per Warrant Share. Mr. Wornham does not own any other securities of the Registrant.

On May 21, 2010, the Registrant issued 1,599,348 shares of Common Stock to Mr. Ward upon his exercise of certain warrants held by him at an aggregate exercise price of \$283,600. In connection with the exercise of those warrants, the Registrant (1) issued to Mr. Ward warrants to acquire 100,000 shares of Common Stock at an exercise price of \$0.176 per share, 194,118 shares of Common Stock at an exercise price of \$0.17 per share and 555,556 shares of Common Stock at an exercise price of \$0.18 per share, all of which warrants expire May 7, 2015, and (2) extended to July 1, 2018 the expiration date of other warrants held by Mr. Ward to acquire 194,118 shares of Common Stock at an exercise price of \$0.17 per share and 555,556 shares of Common Stock at an exercise price of \$0.18 per share. On February 14, 2011, the Registrant issued 245,555 shares of Common Stock to Mr. Ward upon his exercise of certain warrants held by him at an aggregate exercise price of \$36,833. On July 6, 2011, the Registrant issued to Mr. Ward a convertible promissory note in the principal amount of \$100,000, convertible into Common Stock at a conversion price of \$0.09 per share, and warrants to acquire 1,111,111 shares of Common Stock at an exercise price of \$0.125 per share, which warrants expire July 5, 2016, for a total purchase price of \$100,000. On August 15, 2011, the Registrant issued to Mr. Ward a convertible promissory note in the principal amount of \$157,656.14, convertible into Common Stock at a conversion price of \$0.09 per share, and warrants to acquire 1,751,735 shares of Common Stock at an exercise price of \$0.125 per share, which warrants expire August 14, 2016, for a total purchase price of \$157,656.14. On May 21, 2012, the Registrant issued 1,000,000 shares of Common Stock to Mr. Ward at a price of \$0.09 per share as payment for 18 months' of services rendered to the Registrant by Mr. Ward under a Consulting and Non-Disclosure Agreement (the "Consulting Agreement") entered into by Mr. Ward and the Registrant on July 6, 2011. The Consulting Agreement provided for payment to Mr. Ward of \$5,000 worth of Common Stock per month, valued based on the average closing price of the Common Stock on the last three trading days of each month, and was terminated in May 2012. Additional information regarding Mr. Ward's security ownership in the Registrant can be viewed in the Registrant's Annual Report on Form 10-K filed on June 29, 2012 and in Mr. Ward's filings pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

In connection with their election to the Board, Messrs. Ward and Wornham will be entitled to receive compensation, including equity compensation, under the Registrant's Board compensation program. On July 24, 2012, the Board approved a new Directors Compensation Program (the "New Program"), which modifies and supersedes the 2005 Directors Compensation Program (the "2005 Program") that was previously in effect. Under the New Program, in which only non-employee Directors may participate, an eligible Director will receive a grant of \$15,000 worth of options to acquire shares of Common Stock, with such grant being valued at the exercise price based on the average of the closing bid prices of the Common Stock for the five trading days preceding the first day of the fiscal year; however for Mr. Ward and Mr. Wornham, the exercise price for this initial grant, \$0.076 per share, is based on the average of the closing bid prices of the Common Stock for the five trading days preceding the date of their appointment (July 24, 2012). These options will have a term of ten years and will be fully vested upon grant. In addition, each existing eligible Director (Mr. Franklyn Barry and Mr. Edward Broenniman) will receive the same grant of \$15,000 worth of options to acquire shares of Common Stock, with such grant being valued at the exercise price based on the average of the closing bid prices of the Common Stock for the five trading days preceding the first day of the fiscal year; provided however that for this current grant only, all of such grants shall be made at an exercise price of \$0.076 per share based on the average of the closing bid prices of the Common Stock for the five trading days preceding the date of Mr. Ward's and Mr. Wornham's appointment (July 24, 2012).

At the beginning of each fiscal year, each Director eligible to participate in the New Program also will receive a grant of \$20,000 worth of options valued at the exercise price based on the average of the closing bid prices of the Common Stock for the five trading days preceding the first day of the fiscal year. However, with respect to the new Directors and with respect to Mr. Barry and Mr. Broenniman, and for the current fiscal year only, all of these grants shall be made at an exercise price of \$0.076 per share based on the average of the closing bid prices of the Common Stock for the five trading days preceding the date of Mr. Ward's and Mr. Wornham's appointment (July 24, 2012). Such options will vest at the end of the applicable fiscal year provided that the Director has attended at least 80% of the Board meetings held that year.

In addition, under the New Program eligible Directors will receive cash compensation equal to \$500 for each committee meeting attended and \$1,000 for each formal Board meeting attended.

The New Program eliminates the following features of the 2005 Program: (1) the annual payment of \$10,000 in cash compensation and (2) the granting of options to Directors based on a percentage of the issued and outstanding common stock of the Registrant.

On July 27, 2012, the Registrant issued a press release announcing the election of Messrs. Ward and Wornham to the Registrant's Board. The full text of the press release is set forth in Exhibit 99 attached hereto.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

Effective July 24, 2012, the Board unanimously approved an amendment to Section 1 of Article III of the Registrant's By-Laws (the "By-Laws"). Prior to the amendment, the By-Laws provided that the Board was to consist of at least one Director. The By-Laws amendment provides that the Board shall consist of no less than one Director and that the number of Directors shall be fixed by resolution of the Board from time to time. On July 24, 2012, the Board fixed the number of Directors of the Board at seven, thereby creating two vacancies on the Board.

This summary is qualified in its entirety by reference to the full text of (i) the By-Laws as filed with the Securities and Exchange Commission on November 16, 2009 as Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, and (ii) the First Amendment to the By-Laws, a copy of which is attached to this Current Report on Form 8-K as Exhibit 3. The full text of each of these documents is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS

EXHIBIT NO. DESCRIPTION

3	First Amendment to By-Laws of Aethlon Medical, Inc.
99	Press Release dated July 27, 2012

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: July 27, 2012

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
3	First Amendment to By-Laws of Aethlon Medical, Inc.
99	Press Release dated July 27, 2012

**FIRST AMENDMENT
TO
BY-LAWS
OF
AETHLON MEDICAL, INC.**

Effective as of July 24, 2012, Section 1 of Article III of the By-laws of Aethlon Medical, Inc. (the "Corporation") hereby is amended and restated in its entirety as follows:

" 1. The number of Directors constituting the Board of Directors shall be no less than one (1) and shall be fixed by resolution of the Board of Directors from time to time. The Directors' term of office shall be one (1) year, and Directors may be re-elected for successive annual terms."

I hereby certify that (a) I am the duly elected and acting Secretary of the Corporation, and (b) the foregoing amendment was duly adopted by resolution of the Board of Directors of the Corporation on July 24, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of July 24, 2012.

/s/ James A. Joyce
James A. Joyce
Secretary



Aethlon Medical Announces the Appointment of Thomas V. Wornham and Philip A. Ward to its Board of Directors

SAN DIEGO – July 27, 2012 – Aethlon Medical, Inc. (OTCBB: AEMD), the pioneer in developing selective therapeutic filtration devices to address infectious disease, cancer and other life-threatening conditions, today announced the appointment of Thomas V. Wornham and Philip A. Ward to its board of directors. "We are honored to have Tom and Phil join our board. Their wealth of business experience will be instrumental in guiding the future growth and achievement of our organization," stated Aethlon Chairman & CEO Jim Joyce.

Mr. Wornham recently retired as Executive Vice President & Regional Manager at Wells Fargo Bank in San Diego, representing the culmination of an exemplary career that spanned three decades. At Wells Fargo, Tom's team provided financial solutions to diverse industry organizations whose annual revenues ranged between \$10 million to \$1 billion dollars. Included among these organizations were public and private life science, biotechnology and medical device companies located throughout San Diego, Imperial, and southern Riverside Counties. Mr. Wornham is also an active civic leader. He is currently Vice Chairman of the San Diego Water Authority and the past Chairman of the San Diego Regional Chamber of Commerce, the Century Club of San Diego, and the San Diego Regional Economic Development Corporation. Mr. Wornham graduated from University of California Berkeley, with a B.A. Political Science in 1982.

"This is a tremendous opportunity for me to work with Jim and his team," stated Mr. Wornham. "I am excited to be part of a group committed to developing technology that I hope will improve the quality of people's lives."

Mr. Ward is the former Chairman and CEO, Bignell-Ward-Bignell Corporation; former President and CEO, Hawk Financial Services Corporation, a premium finance company; Former Executive Director and COO of Investments, Golden Eagle Insurance Corporation, a property and casualty California insurance company; and former Executive Vice President and COO of Finance at Big Bear Supermarkets, where he was also in charge of acquisitions, as well as leasing and sales of all operating units and real properties.

"I believe in the vision of Aethlon Medical and I look forward to contributing my business acumen to the benefit of shareholders," stated Mr. Ward.

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.

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 or as a standalone cancer therapy, 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.

###

Contacts:

James A. Joyce
Chairman and CEO
858.459.7800 x301
jj@aethlonmedical.com

Jim Frakes
Chief Financial Officer
858.459.7800 x300
jfrakes@aethlonmedical.com

Marc Robins
877.276.2467
mr@aethlonmedical.com