

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

POST EFFECTIVE AMENDMENT NO. 1 TO
FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

Nevada
(State or other jurisdiction of incorporation or organization)

3826
(Primary Standard Industrial Classification Code Number)

13-3632859
(I.R.S. Employer Identification Number)

9635 Granite Ridge Drive, Suite 100
San Diego, California 92123
(858) 459-7800
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

James A. Joyce
9635 Granite Ridge Drive, Suite 100
San Diego, California 92123
(858) 459-7800
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies of all correspondence to:

Jolie Kahn, Esq.
33 Edgewood
Locust Valley, NY 11560
(516) 217-6379

Robert Charron, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, NY 10105

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date hereof.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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.

This post-effective amendment shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this "Amendment") relates to the Registration Statement on Form S-1 (File No. 333-219589) of Aethlon Medical, Inc. (the "Registrant"), as amended, declared effective on September 29, 2017 by the Securities and Exchange Commission. The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

Reference is made to the Exhibit Index filed as part of this registration statement. All exhibits have been filed previously unless otherwise noted.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 October 2, 2017.

AETHLON MEDICAL, INC.,
a Nevada corporation

/s/ James A. Joyce

By: James A. Joyce

Its: Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James A. Joyce</u> James A. Joyce	Chairman, Chief Executive Officer, Principal Executive Officer	October 2, 2017
<u>/s/ James B. Frakes</u> James B. Frakes	Chief Financial Officer, Principal Accounting Officer	October 2, 2017
<u>/s/ Edward G. Broenniman</u> Edward G. Broenniman	Director	October 2, 2017
<u>/s/ Rodney S. Kenley</u> Rodney S. Kenley	Director	October 2, 2017
<u>/s/ Chetan S. Shah</u> Chetan S. Shah, MD	Director	October 2, 2017

INDEX TO EXHIBITS

- 5.1 [Opinion of Jolie Kahn, Esq.](#) *
- 23.1 [Consent of Jolie Kahn, Esq.](#) (included in Exhibit 5.1) *

* Filed herewith

Jolie Kahn, Esq.
33 Edgewood
Locust Valley, NY 11560
(516) 217-6379

October 2, 2017

Aethlon Medical, Inc.
9635 Granite Ridge Drive, Suite 100
San Diego, California 92123

Ladies and Gentlemen:

I have acted as counsel to Aethlon Medical, Inc., a Nevada corporation (the "Company"), in connection with the Company's registration statement on Form S-1, as amended (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance and sale of 5,454,546 units (the "Units") (each consisting of a share of common stock of the Company and a warrant to purchase one share of common stock), 5,454,546 shares of common stock of the Company, par value \$0.001 per share (the "Shares") and 5,454,546 warrants to purchase common stock (the "Warrants") and the shares of common stock of the Company issuable from time to time upon exercise of the Warrants (the "Warrant Shares"); 5,454,546 pre-funded units (the "Pre-Funded Units"), each consisting of a pre-funded warrants to purchase shares (each, a "Pre-Funded Warrant" and collectively, the "Pre-Funded Warrants") and any shares issuable upon exercise of the Pre-funded Warrants (the "Pre-Funded Warrant Shares"; the Units, Shares, Warrants, Warrant Shares, Pre-Funded Units, Pre-Funded Warrants and Pre-Funded Warrant Shares are collectively referred to herein as the "Securities"), issued by the Company. The Securities are to be sold by Company pursuant to a Engagement Agreement (the "Engagement Agreement") entered into by and between the Company and H.C. Wainwright & Co., LLC the form of which is to be filed as Exhibit 1.1 to the Registration Statement. The Company is also registering warrants to purchase shares of common stock of the Company to be issued to the placement agent as additional compensation pursuant to the Engagement Agreement (the "Placement Agent's Warrant"), as well as the shares of Common Stock issuable upon exercise of the Placement Agent's Warrant (the "Placement Agent's Warrant Shares"). As noted in the Prospectus, for each Pre-Funded Unit sold, the number of Units sold will be decreased on a one-for-one basis.

In connection with this opinion, I have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, including the form of prospectus included therein and the documents incorporated by reference therein, (ii) the Company's certificate of incorporation, as amended to date, (iii) the Company's by-laws, as amended to date, and (iv) certain resolutions of the Board of Directors of the Company. I have also examined originals or copies, certified or otherwise identified to our satisfaction, of such other documents, certificates and records as I have deemed necessary or appropriate, and I have made such investigations of law as I have deemed appropriate as a basis for the opinions expressed below.

In rendering the opinions expressed below, I have assumed and have not verified (i) the genuineness of the signatures on all documents that I have examined, (ii) the legal capacity of all natural persons, (iii) the authenticity of all documents supplied to us as originals and (iv) the conformity to the authentic originals of all documents supplied to us as certified or photostatic or faxed copies.

Based upon and subject to the foregoing and subject also to the limitations, qualifications, exceptions and assumptions set forth herein, I am of the opinion that:

1. the Securities have been duly authorized for issuance and, when issued, delivered and paid for in accordance with the terms of the Engagement Agreement, will be validly issued, fully paid and nonassessable;
 2. the Warrants and Pre-Funded Warrants have been duly authorized for issuance, and, when issued, delivered and paid for in accordance with the terms of the Engagement Agreement, will be validly issued and will constitute the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with its terms, except as the same may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and equitable principles of general applicability;
 3. the Warrant Shares and Pre-Funded Warrant Shares have been duly authorized, and when issued and sold by the Company and delivered by the Company against receipt of the exercise price therefor, in accordance with and in the manner described in the Registration Statement and Warrants, will be validly issued, fully paid and non-assessable;
 4. the Placement Agent's Warrant, when executed and delivered by the Company in accordance with and in the manner described in the Registration Statement and the Engagement Agreement, will be validly issued and will constitute a valid and binding agreement of the Company, enforceable against the Company in accordance with its terms, except as the same may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and equitable principles of general applicability; and
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5. the Placement Agent's Warrant Shares, when issued and sold by the Company and delivered by the Company upon valid exercise thereof and against receipt of the exercise price therefor, in accordance with and in the manner described in the Registration Statement and the Placement Agent's Warrant, will be validly issued, fully paid and non-assessable.

I express no opinion other than as to the federal laws of the United States of America, the laws of New York State, and the Nevada Corporation Law (Chapter 78 of the Nevada Revised Statutes, as amended, and including the statutory provisions, all applicable provisions of the Nevada Constitution and reported judicial decisions interpreting the forgoing). I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to this firm under the caption "Legal Matters" in the prospectus included in the Registration Statement. In giving this consent, I do not admit that I am an "expert" under the Securities Act or under the rules and regulations of the Commission relating thereto with respect to any part of the Registration Statement.

Very truly yours,

/s/ Jolie G. Kahn, Esq.