

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): **December 10, 2018**

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.)

9365 Granite Ridge Drive, Suite 100
San Diego, California
(Address of principal executive offices)

92123
(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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective December 10, 2018, James A. Joyce resigned from his position as a director and Chief Executive Officer of Aethlon Medical, Inc. (the “Company”). In connection with Mr. Joyce’s resignation, effective December 10, 2018, the Board of Directors of the Company (the “Board”), upon approval of the Compensation Committee of the Board, appointed Timothy C. Rodell, M.D., FCCP, 67, to serve as the Company’s Interim Chief Executive Officer and, upon recommendation of the Nominating and Governance Committee of the Board, as a member of the Board.

Prior to joining the Company, Dr. Rodell served as President, Chief Executive Officer and a Director of GlobeImmune, Inc., a public company developing immunotherapeutics for cancer, hepatitis and other viral diseases, from April 2002 to November 2016, and as a Director and consultant to GlobeImmune, Inc. from November 2016 to present. Dr. Rodell has been a managing partner at SMG, Inc., a company that provides pharmaceutical product evaluation and development, clinical and regulatory strategy, and evaluation of technology services for financial institutions, from 1999 to present. From 1999 to February 2002, Dr. Rodell was President, Chief Executive Officer and a Director of RxKinetics, Inc., a private drug delivery company. Previously Dr. Rodell held senior management positions at OXIS International, Inc. and CorTech, Inc. Dr. Rodell holds an M.D. from the University of North Carolina, Chapel Hill and is board certified in Internal Medicine and Pulmonary Medicine. The Board believes that Dr. Rodell’s clinical background and extensive management experience in the biotechnology industry, qualify him to serve on the Board.

In connection with Dr. Rodell’s appointment, the Company entered into an employment agreement with Dr. Rodell that governs the terms of his employment with the Company. Among other things, the employment agreement provides for (i) an annual base salary of \$390,000, (ii) at the sole discretion of the Committee or the Board, an annual target cash performance bonus, and (iv) an option to purchase 552,625 shares of the Company’s common stock, at an exercise price equal to the fair market value on the date of grant, which will vest over a four-year period, with 25% vesting on the one-year anniversary of the commencement of employment and the remainder vesting monthly thereafter in equal increments for 36 months, subject to acceleration of vesting in the event of a change in control (as defined in the employment agreement). In addition, in the event of a strategic transaction, as defined in the employment agreement, completed within two years of Dr. Rodell’s commencement of employment with the Company, he will receive a cash bonus equal to 50% of his then annual base salary and an additional equity grant such that Dr. Rodell’s equity interest in the Company is then equal to three percent. The option will be subject to standard four-year vesting, subject to full vesting if Dr. Rodell is terminated in connection with the strategic transaction.

Dr. Rodell also entered into the Company’s standard form of indemnification agreement for its directors and executive officers.

There are no family relationships between Dr. Rodell and any of the Company’s current or former directors or executive officers. Dr. Rodell is not a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933.

On December 13, the Company issued a press release announcing Dr. Rodell’s appointment. A copy of the press release is attached hereto as Exhibit 99.1.

On December 12, 2018, the Board approved an employment agreement with James B. Frakes, the Company’s Chief Financial Officer and Vice President, Finance, providing for continuation of his annual base salary of \$260,000. In addition, the agreement provides that Mr. Frakes is eligible for an annual cash performance bonus for each year. Whether Mr. Frakes receives an annual bonus for any given year, and the amount of any such annual bonus, will be determined in the discretion of the Board (or the Compensation Committee thereof). The agreement also provides that if Mr. Frakes’ employment is terminated by the Company without cause, or if he resigns for good reason (each as defined in the agreement), then Mr. Frakes will be entitled under his agreement to continue to receive his annual base salary and payment of premiums for continuation of healthcare benefits for a period of 12 months following such termination.

On December 12, 2018, Rodney S. Kenley resigned from the Board of Directors of the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release dated December 13, 2018.</u>

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.

Dated: December 13, 2018

By: /s/ James B. Frakes
James B. Frakes
Chief Financial Officer

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated December 13, 2018

Aethlon Announces Appointment of Timothy Rodell as Interim Chief Executive Officer

SAN DIEGO, Dec. 13, 2018 /PRNewswire/ -- Aethlon Medical, Inc. (Nasdaq: AEMD), a therapeutic technology company focused on unmet needs in global health, announced today the appointment of Timothy C. Rodell, M.D., FCCP, as Interim Chief Executive Officer, effective as of December 10, 2018. Dr. Rodell joins Aethlon from GlobeImmune, Inc. where he was President, and Chief Executive Officer and a member of their board of directors prior to the shareholder majority acquisition of the company. Dr. Rodell brings an impressive record of results in global, strategic and operational roles to Aethlon. Dr. Rodell succeeds James Joyce, who will serve as a consultant to Aethlon during the transition.

"We are delighted to welcome Tim to Aethlon," said Charles Fisher, Jr., M.D., Chairman of Aethlon's Board of Directors. "Tim's depth and breadth of experience in financing, structuring corporate deals, clinical development and regulatory strategy, both in the U.S. and internationally, will be of great value as we prepare Aethlon for the next phase of development.

"I am both honored and thrilled to join Aethlon at this time," said Dr. Rodell. "I believe the Aethlon Hemopurifier has great potential for treating life-threatening viral infections and potentially cancer. I look forward to working with the team at Aethlon and its collaborators to continue to advance the science and in an effort to bring important treatments to patients and create value for shareholders."

In his most recent role at GlobeImmune, Dr. Rodell led the company through the advancement of five products from the bench into human clinical trials, multiple financings, including an IPO and two major corporate alliances. Prior to GlobeImmune, Dr. Rodell was President and Chief Executive Officer at RxKinetix, Inc. and also held senior management positions at OXIS International, Inc. and Cortech, Inc. Dr. Rodell holds an M.D. from the University of North Carolina, Chapel Hill, is board certified in Internal Medicine and Pulmonary Medicine and is a Fellow of the American College of Chest Physicians.

Dr. Fisher commented, "On behalf of the Board of Directors, I want to thank Jim Joyce for his leadership, commitment and accomplishments as Chief Executive Officer. We wish him continued success in his future endeavors."

About Aethlon Medical, Inc.

Aethlon Medical is focused on addressing unmet needs in global health. The Aethlon Hemopurifier® is a clinical-stage immunotherapeutic device designed to combat cancer and life-threatening viral infections. In cancer, the Hemopurifier depletes the presence of circulating tumor-derived exosomes that promote immune suppression, seed the spread of metastasis and inhibit the benefit of leading cancer therapies. The Hemopurifier is also an FDA designated "Breakthrough Device" related to the treatment of life-threatening viruses that are not addressed with approved therapies. Additionally, Aethlon owns 80% of Exosome Sciences, Inc., which is focused on the discovery of exosomal biomarkers to diagnose and monitor cancer and neurological disease progression. Additional information can be found online at www.AethlonMedical.com and www.ExosomeSciences.com. You can also connect with us on Twitter, LinkedIn and Facebook.

Forward Looking Statement. This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties. Statements in this press release containing words such as "may," "might", "believe," "anticipate," "expect," "intend," "plan," "project," "will," "projections," "estimate," or similar expressions constitute forward-looking statements. Such forward-looking statements are subject to significant risks and uncertainties and actual results may differ materially from the results anticipated in the forward-looking statements. Factors that may contribute to such differences include, without limitation, the Company's ability to maintain its listing on the Nasdaq Capital Market, that the Company or its subsidiary will not be able to commercialize the Aethlon Hemopurifier or any other potentials products, that the FDA will not approve the initiation or continuation of the Company's clinical programs or provide market clearance of the Aethlon Hemopurifier or any other potential products, 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, 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. The foregoing list of risks and uncertainties is illustrative, but is not exhaustive. Additional factors that could cause results to differ materially from those anticipated in forward-looking statements can be found under the caption "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended March 31, 2018, and in the Company's other filings with the Securities and Exchange Commission, including without limitation our quarterly report on Form 10-Q for the quarter ended September 30, 2018. Any forward-looking statements that the Company makes in this press release speak only as of the date of this press release. Except as may be required by law, the Company does not intend, nor does it undertake any duty, to update this information to reflect future events or circumstances.

Company Contact:

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 View original content:<http://www.prnewswire.com/news-releases/aethlon-medicals-cancer-therapy-receives-breakthrough-device-designation-from-the-us-food-and-drug-administration-300755640.html>

SOURCE Aethlon Medical, Inc.

Released December [13], 2018