

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): February 19, 2016

OXIS INTERNATIONAL, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other Jurisdiction of Incorporation or
organization)

000-08092
(Commission File Number)

94-1620407
(IRS Employer I.D. No.)

100 South Ashley Drive
Suite 600
Tampa, FL 33602
Phone: (800) 304-9888
(Address, including zip code, and telephone and facsimile numbers, including area code, of
registrant's executive offices)

N/A
(Former name, former address and former fiscal year, if changed since last report)

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On February 19, 2016, Oxis International, Inc. (the "Company") entered into an amendment (the "Amendment") to that certain note conversion agreement dated January 8, 2016 (the "Conversion Agreement"). As previously disclosed, under the Conversion Agreement, the investor parties thereto agreed to convert certain outstanding promissory notes into shares of the Company's common stock upon the closing of a financing, as described in the Conversion Agreement, occurring on or before February 15, 2016. The Amendment extends such deadline from February 15, 2016 to March 15, 2016.

The foregoing summary of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amendment, which is attached hereto as Exhibits 10.1, and is incorporated herein by reference.

ITEM 8.01 OTHER EVENTS

On January 22, 2016, the Company filed a current report on Form 8-K disclosing the issuance of shares of common stock in exchange for the cancellation of warrants on a cashless basis. Some of the persons who received common shares in exchange for the cancellation of warrants together with the number of common shares received by them are set forth on Exhibit 99.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Amendment to Note Conversion Agreement
99	Schedule of Certain Shareholders

SIGNATURE PAGE

Pursuant to the requirement of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Oxis International, Inc.

Dated: February 19, 2016

By: /s/ Anthony J. Cataldo
Anthony J. Cataldo,
Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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**AMENDMENT TO
NOTE CONVERSION AGREEMENT**

This Amendment to Note Conversion Agreement (this "*Amendment*") is made effective as of February __, 2016 (the "*Effective Date*") by and among OXIS International, Inc., a Delaware corporation (the "*Company*"), and each of the undersigned investors (each, an "*Investor*" and collectively, the "*Investors*").

WHEREAS, the Company has previously entered into a Note Conversion Agreement dated January 8, 2016 (the "*Note Conversion Agreement*") with each of the Investors pursuant to which the Investors have agreed to convert the Notes into Note Conversion Shares upon the closing of a Financing on or before the Financing Deadline, which is February 15, 2016. All capitalized terms used but not defined herein shall have the meanings set forth in the Note Conversion Agreement.

WHEREAS, the Note Conversion Agreement provides that no provision of the Note Conversion Agreement may be waived, modified, supplemented or amended except in a written instrument signed, in the case of an amendment, by the Company and the Note Holders holding at least a majority in interest of the Note Conversion Shares then outstanding.

WHEREAS, the undersigned Investors constitute the Note Holders holding at least a majority in interest of the Note Conversion Shares.

WHEREAS, the Company and each of the Investors desire to extend the Financing Deadline set forth in the Note Conversion Agreement.

NOW, THEREFORE, in consideration for the mutual promises and covenants set forth herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Extension of Financing Deadline. The reference in Section 2(a) to a Financing Deadline of February 15, 2016 is hereby amended to change "February 15, 2016" to "March 15, 2016."

2. Approval of Amendment. By their signatures below, the Company and each Investor hereby adopt this Amendment.

3. Miscellaneous.

(a) Further Instruments and Acts. Each party to this Amendment hereby agrees to perform any further acts and to execute and deliver any further documents that may be necessary or required to carry out the intent and provisions of this Amendment and the transactions contemplated hereby.

(b) Applicable Law; Entire Agreement. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to principles of conflicts of law.

(c) Continued Validity. Except as otherwise expressly provided herein, the Note Conversion Agreement shall remain in full force and effect.

(d) Execution. This Agreement may be executed in one or more counterparts, all of which when taken together shall be considered one and the same agreement, it being understood that the parties need not sign the same counterpart. In the event that any signature is delivered by facsimile transmission or by email delivery of a “.pdf” format data file, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile or “.pdf” signature was an original thereof.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the Company has executed this Amendment as of the date first above written.

COMPANY:

OXIS INTERNATIONAL, INC.

By:

Name: _____

Title: _____

*Signature page to
Amendment to Note Conversion Agreement
(Company)*

IN WITNESS WHEREOF, the undersigned Investor has executed this Amendment as of the date first above written.

INVESTOR:

If by an individual:

Printed Name: _____

If by an entity:

Name of entity

By:
Printed Name: _____

Title: _____

*Signature page to
Amendment to Note Conversion Agreement
(Investors)*

EXHIBIT 99

Warrantholder	Common Stock Issued
Adam Cohen	137,500
Alim Kassam	45,000
Blake Scheifele	27,500
Elan Zivotofsky	22,000
Farhad Rastanian	30,000
Ken Grebenstein	16,500
Richard Cohen	11,000
Sam Schlesinger	11,000
Theorem Group LLC	2,096,479