

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): January 17, 2017

**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.)

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**100 South Ashley Drive  
Suite 600  
Tampa, FL 33602  
Phone: (800) 304-9888**

(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

**N/A**

(Former name, former address and former fiscal year, 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))

**ITEM 3.02 Unregistered Sales of Equity Securities.**

The Registrant has issued a total of 10,569,500 shares of common stock (the "Shares") to seven entities or individuals in exchange for the conversion of debt in the total amount of \$465,039 and interest in the total amount of \$63,436. The issuance was exempt from the registration requirements of Section 5 of the Securities Act of 1933 pursuant to Section 4(2) of the same Act since the issuance of the Shares did not involve any public offering.

The Registrant also issued 583,333 shares of common stock to one entity upon the exercise of warrants on a cashless basis. The shares issued were exempt from the registration requirements of Section 5 of the Securities Act of 1933 (the "Act") pursuant to Section 4(2) of the Act since the shares were issued to an entity closely associated with the Company and there was no public offering of the shares.

Following the issuances, the Registrant has a total of 42,418,308 shares of common stock issued and outstanding.

**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: January 20, 2017

By:           /s/ Steven Weldon            
Steven Weldon  
Chief Financial Officer