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

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**FORM 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 20, 2004**

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**OXIS INTERNATIONAL, INC.**

*(Exact name of registrant as specified in its charter)*

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**Delaware**

*(State or other jurisdiction of incorporation)*

**0-8092**

*(Commission File Number)*

**94-1620407**

*(I.R.S. employer identification No.)*

**6040 N. Cutter Circle, Suite 317**

**Portland, OR 97217-3935**

*(Address of Principal Executive Office, Including Zip Code)*

**(503) 283-3911**

*(Registrant's telephone number, including area code)*

**Not applicable**

*(Former name or former address, if changed since last report)*

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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.****(d) Election of Directors**

On August 20, 2004, in accordance with the provisions of Company's Bylaws, the Board of Directors (the "Board") of OXIS International, Inc. (the "Company") acted by unanimous written consent to appoint Marvin S. Hausman, MD to serve as a member of the Board, effective immediately. On August 23, 2004, the Company issued a press release announcing the appointment of Dr. Hausman to the Board. A copy of the press release is attached as Exhibit 99.1 under Item 9.01 of this Report. Dr. Hausman previously served on the Board from March 2002 to November 2003.

As a result of purchases of outstanding Common Stock of the Company during the first quarter of 2004, Axonyx Inc. ("Axonyx") currently holds approximately 53% of the issued and outstanding shares of the Company's Common Stock. Dr. Hausman separately owns approximately 4.4% of the outstanding Common Stock of the Company, and is Chairman and CEO of Axonyx. As the Company's controlling shareholder, Axonyx is able to elect the Company's entire Board, determine the Company's business direction and policies, appoint or remove the Company's officers, and thus control all material decisions affecting the Company.

After the appointment of Dr. Hausman to the Board, the Board consists of six (6) members, and one (1) vacancy exists on the Board.

**Item 9.01. Financial Statements and Exhibits.****(c) Exhibits**

99.1 Press Release dated August 23, 2004

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**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.

OXIS INTERNATIONAL, INC.  
(Registrant)

Date: August 24, 2004

By: /s/ Gosse B. Bruinsma, MD

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Gosse B. Bruinsma, MD  
Acting Chief Financial Officer

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EXHIBIT INDEX

**Exhibit  
Number**

**Description**

99.1 Press release of OXIS International, Inc., dated August 23, 2004, reporting the appointment of Marvin S. Hausman, MD to OXIS International, Inc.'s Board of Directors.

**Marvin S. Hausman MD Rejoins OXIS International Inc. Board of Directors**

PORTLAND, Ore.—(BUSINESS WIRE)—Aug. 23, 2004—OXIS International, Inc. (OTCBB:OXIS) announced today that Marvin S. Hausman MD has rejoined the Board of Directors. Dr. Hausman previously served on the OXIS board of directors from March 2002 to November 2003.

Dr. Hausman is currently chairman and CEO of Axonyx, Inc., which acquired 53% of the outstanding common stock of OXIS on Jan. 15, 2004. In addition, Dr. Hausman owns 4.3% of OXIS.

Dr. Hausman was a co-founder of Medco Research Inc., a pharmaceutical biotechnology company specializing in adenosine products. He has thirty years experience in drug development and clinical care. Dr. Hausman received his medical degree from New York University School of Medicine in 1967 and has done residencies in General Surgery at Mt. Sinai Hospital in New York, and in Urological Surgery at U.C.L.A. Medical Center in Los Angeles. He also worked as a Research Associate at the National Institutes of Health, Bethesda, Maryland. He has been a Lecturer, Clinical Instructor and Attending Surgeon at the U.C.L.A. Medical Center Division of Urology and Cedars-Sinai Medical Center, Los Angeles. He has been a Consultant on Clinical/Pharmaceutical Research to various pharmaceutical companies, including Bristol-Myers International, Mead-Johnson Pharmaceutical Company, Medco Research, Inc., and E.R. Squibb. Since October 1995 Dr. Hausman has been the President of Northwest Medical Research Partners, Inc., a medical technology and transfer company.

**About OXIS**

OXIS International Inc., headquartered in Portland, Ore., focuses on developing technologies and products to research, diagnose, treat and prevent diseases associated with damage from free radical and reactive oxygen species - diseases of oxidative stress. The Company holds the rights to three therapeutic classes of compounds in the area of oxidative stress, and develops, manufactures and markets products and technologies to diagnose and treat diseases caused by oxidative stress.

Statements in this release that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including, without limitation, any statements regarding beliefs, plans, estimates, projections, expectations, goals or intentions regarding the future. Factors that could cause actual results to differ materially from the forward-looking statements include risks and uncertainties such as the Company's ability to raise adequate funding, unforeseen difficulties related to the Company's oxidative stress and other diagnostic products; decreases in the rate of spending by the Company's customers; the development by the Company's competitors of new competing products; and other risks indicated in the Company's filings with the Securities and Exchange Commission. It is important to note that actual outcomes could differ materially from those in such forward-looking statements. Readers should also refer to the documents filed by the Company with the Securities and Exchange Commission, specifically the annual report on Form 10-KSB for the year ended Dec. 31, 2003, filed with the Securities and Exchange Commission on March 26, 2004, and the Company's quarterly reports on Form 10-QSB filed thereafter.

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