

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): October 25, 2011



(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-08092
(Commission File Number)

94-1620407
(I.R.S. Employer Identification No.)

468 N. Camden Dr., 2nd Floor
Beverly Hills, California
(Address of Principal Executive Offices)

90210
(Zip Code)

(310) 860-5184

(Registrant's Telephone Number, Including Area Code)

(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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers.**

On October 25, 2011, Anthony J. Cataldo resigned as the Chairman of the Board of Oxis International, Inc., a Delaware corporation (the "Company"), and Michael Handelman resigned as the Company's Chief Financial Officer. Mr. Cataldo and Mr. Handelman currently serve as the Chief Executive Officer and Chief Financial Officer, respectively, of Genesis Biopharma, Inc., a public biopharmaceutical company that recently acquired substantial operating assets. Mr. Cataldo and Mr. Handelman informed the Company that they resigned in order to spend their full time dedicated to the operations of Genesis Biopharma, Inc. Neither Mr. Cataldo or Mr. Handelman advised the Company that their resignations were the result of a disagreement with the Company on any matter relating to the Company's operations, policies or practices.

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.

Date: November 1, 2011

By: /s/DAVID SALOFF
David Saloff, Chief Executive Officer