
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A

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

Date of Report (Date of earliest event reported): **July 19, 2017**

GT BIOPHARMA, INC.

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-08092
(Commission File Number)

94-1620407
(I.R.S. Employer Identification Number)

1825 K Street
Suite 510
Washington, D.C. 20006
(Address of principal executive offices, including zip code)

(800) 304-9888
(Registrant's telephone number, including area code)

N/A
(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:

- 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.

Explanatory Note

This Current Report on Form 8-K (the “Amended Filing”) amends Item 5.03 of the Current Report on Form 8-K filed on July 25, 2017 (the “Original Filing”) to correct an error in the disclosure related to the date of the change of the Registrant’s name from Oxis International, Inc. to GT Biopharma, Inc. and to add as an exhibit the amendment to the Registrant’s Certificate of Incorporation effecting the name change (the “Certificate Amendment”). The Original Filing stated that the Registrant amended its Certificate of Incorporation for purposes of changing its name on July 17, 2017. The Amended Filing corrects such date to July 19, 2017, and adds the Certificate Amendment as an exhibit pursuant to Item 9.01. No other changes have been made to the Original Filing.

Item 5.03 Amendment to Certificate of Incorporation

Effective July 19, 2017, the Registrant amended its Certificate of Incorporation (the “Certificate Amendment”) for the purpose of changing the name of the Registrant from Oxis International, Inc. to GT Biopharma, Inc. The Certificate Amendment also made other changes to the Certificate of Incorporation as described in the definitive information statement filed by the Registrant with the Securities and Exchange Commission on May 12, 2017.

The foregoing description of the Certificate Amendment does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Certificate Amendment, which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>3.1</u>	Certificate of Amendment to the Certificate of Incorporation of the Registrant, effective as of July 19, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GT BIOPHARMA, INC.

Date: March 15, 2018

By: /s/ Steven Weldon

Steven Weldon
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of the Registrant, effective as of July 19, 2017.

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:43 PM 07/19/2017
FILED 02:43 PM 07/19/2017
SR 20175314934 - File Number 795425

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

Oxis International, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, (the "Corporation") does hereby certify:

FIRST: That the Board of Directors of the Corporation duly adopted a resolution by the unanimous written consent of its members proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation and calling for the stockholders of the Corporation to consider and approve the resolution. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the current Certificate of Incorporation of this Corporation as amended be further amended by changing the first paragraph of Article FIRST so that, as amended, the paragraph shall be and read as follows:

"The name of the corporation (hereinafter called the "Company" is GT Biopharma, Inc.."

SECOND: That the Board of Directors of the Corporation duly adopted a resolution by the unanimous written consent of its members proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation and calling for the stockholders of the Corporation to consider and approve the resolution. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the current Certificate of Incorporation of this Corporation as amended be further amended by changing the first paragraph of Article FOURTH so that, as amended, the paragraph shall be and read as follows:

"1. COMMON STOCK


Upon this Certificate of Amendment becoming effective pursuant to the Delaware General Corporation Law (the "Effective Time"), each 300 shares of common stock issued and outstanding (the "Old Common Stock") shall automatically without further action on the part of the Company or any holder of Old Common Stock, be combined and changed into one fully paid and nonassessable share of new common stock (the "New Common Stock"). From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of whole shares of New Common Stock into which such Old Common Stock shall have been combined pursuant to this Certificate of Amendment. There shall be no fractional shares issued with respect to the New Common Stock. In lieu thereof, the aggregate of all fractional shares otherwise issuable to the holders of record of Old Common Stock shall be issued to the Corporations transfer agent (the "Transfer Agent"), as agent, for the accounts of all holders of record of Old Common Stock otherwise entitled to have a fraction of a share issued to them. The sale of all fractional interests will be effected by the Transfer Agent as soon as practicable after the Effective Time on the basis of prevailing market prices of the applicable New Common Stock at the time of sale. After such sale and upon the surrender of the stockholders' stock

certificates, the Transfer Agent will pay to such holders of record their pro rata share of the net proceeds derived from the sale of the fractional interests. After giving effect to the reverse split, the Company is authorized to issue a total of 750,000,000 shares of Common Stock, \$0.001 par value per share. Dividends may be paid on the Common Stock as and when declared by the Board of Directors, out of any funds of the Company legally available for the payment of such dividends, and each share of Common Stock will be entitled to one vote on all matters on which such stock is entitled to vote."

THIRD: That in lieu of a meeting and vote of all of the stockholders, the stockholders holding a majority of the outstanding stock of the Corporation have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 17th day of July, 2017.

By: 
Authorized Officer
Title: Chief Financial Officer
Name: Steven Weldon

STATE OF FLORIDA
COUNTY OF Hillsborough
The foregoing instrument was acknowledged before me this 17th day of July, 2017, by Steven Weldon who is personally known to me, or has produced PIA as identification & who (if a resident) take an oath.

