

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Theorem Group, LLC (Last) (First) (Middle) 2049 CENTURY PARK EAST, SUITE 3630 (Street) LOS ANGELES, CA 90067 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/13/2009	3. Issuer Name and Ticker or Trading Symbol OXIS INTERNATIONAL INC [OXIS.OB]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series H Convertible Preferred Stock	(1)	(1)	Common Stock	(1)	\$ (1)	D	
0% Convertible Debenture	10/01/2009	09/30/2011	Common Stock	1,800,000 (2)	\$ 0.05	D	
Series A Warrant	10/01/2009	09/30/2014	Common Stock	1,800,000 (3)	\$ 0.0625	D	
Series B Warrant	10/01/2009	09/30/2014	Common Stock	1,800,000 (3)	\$ 0.075	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Theorem Group, LLC 2049 CENTURY PARK EAST, SUITE 3630 LOS ANGELES, CA 90067		X		

Signatures

Theorem Group, LLC, by /s/ Anshuman Dube, Managing Director

--Signature of Reporting Person

03/24/2010

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Exercisable at any time. No expiration date. The number of shares into which one share of Series H Preferred Stock is convertible is determined by dividing the Stated Value of \$1.00 per share by the lesser of (a) \$0.01 and (b) 60% of the average of the 3 lowest trading prices occurring at any time during the 20 trading days preceding conversion, provided that the holder does not at any time beneficially own more than 9.9% of the Issuer's Common Stock then outstanding. Although the terms of the Series H Preferred Stock limits the holder's ability to convert its shares, the reporting person is currently entitled to vote the Series H Preferred Stock on an as converted basis multiplied by 100, or 250,000,000 shares of Common Stock.

Theorem Group purchased the 0% convertible debenture in the principal amount of \$90,000, and is convertible into Common Stock provided that the holder does not at any time beneficially own more than 4.99% of the Issuer's Common Stock then outstanding. This limitation may be waived upon 61 days' prior notice to the Issuer, provided that in no event shall the limitation exceed 9.9%.

The Series A Warrant and Series B Warrant are exercisable into Common Stock provided that the holder does not at any time beneficially own more than 4.99% of the Issuer's Common Stock then outstanding. This limitation may be waived upon 61 days' prior notice to the Issuer, provided that in no event shall the limitation exceed 9.99%.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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