
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

May 24, 2010 (May 24, 2010)

Date of Report (Date of earliest event reported)

TapImmune Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation)

000-27239

(Commission File Number)

88-0277072

(IRS Employer Identification
No.)

800 Bellevue Way NE, Suite 400
Bellevue, WA 98004

(Address of principal executive
offices)

V6N 3E6

(Zip Code)

425-462-2556

(Registrant's telephone number,
including area code)

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

Check the appropriate box below if the Form 8-K 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))
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Item 1.01 Entry into a Material Definitive Agreement

TapImmune Inc. (the “Company”) closed its sale of Senior Convertible Notes due on May 24, 2011 (collectively, the “Notes”) in the amount of \$1,530,000 as described in our Form 8-K current report filed on May 18, 2010.

Item 7.01 Regulation FD Disclosure.

On May 24, 2010, we issued a press release entitled “TapImmune Inc. Closes Institutional Financing Totaling \$1.53 million.” A copy of the press release is furnished herewith as Exhibit 99.1.

The information in this Item 7.01 of this Form 8-K is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. The information in this Item 7.01 of this Form 8-K also shall not be deemed to be incorporated by reference into any filing under the Act or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibits.

- 99.1 Press Release entitled “TapImmune Inc. Closes Institutional Financing Totaling \$1.53 million” dated May 24, 2010.
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SIGNATURE

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 duly authorized.

TAPIMMUNE INC.

By: /s/ Denis Corin

Denis Corin

President

May 24, 2010



FOR IMMEDIATE RELEASE

CONTACTS:
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TAPIMMUNE CLOSES INSTITUTIONAL FINANCING TOTALING \$1.53 MILLION

Bellevue, WA, May 24, 2010 — **TapImmune Inc. (OTCBB: TPIV)** announced today that the Company has completed the sale of Senior Secured Convertible Notes (“Notes”) totaling \$1.53 million. As previously announced the net proceeds of the financing will be used for the development of partnerships for the clinical development of proprietary vaccine technologies and for general working capital.

Glynn Wilson, Chairman & CEO of TapImmune, stated, “We view this financing, which is above the most recent market price, as particularly significant in the current economic climate and a reflection of the confidence that investors have in our potential. The warrants issued with this transaction alone can potentially generate a gross additional investment of \$5.69 million in TapImmune over the next five years. This financing will allow us to commit to our clinical programs and fund strategic R&D relationships.”

More detailed information on this financing can be found in TapImmune’s Current Report on Form 8-K and related exhibits filed with the SEC on May 18, 2010.

About Tapimmune Inc.

TapImmune Inc. is developing its TAP technology platform for both the treatment of cancer and infectious disease. The Company is currently developing its lead clinical candidate, AdhTAP for the treatment of TAP deficient cancers. In preclinical studies using a simple injection this product has shown effective restoration of TAP which enhances antigen presentation and improved recognition and killing of cancer cells by the immune system. The TAP technology can also improve the potency of vaccines against infectious disease. The Company is working with partners to test TAP in new prophylactic vaccines.

Forward-Looking Statement Disclaimer

This release contains forward-looking information within the meaning of the Private Securities Litigation Reform Act of 1995. Statements in this news release concerning the Company’s expectations, plans, business outlook or future performance, and any other statements concerning assumptions made or expectations as to any future events, conditions, performance or other matters, are “forward-looking statements”. Forward-looking statements are by their nature subject to risks, uncertainties and other factors which could cause actual results to differ materially from those stored in such statements. Such risks, uncertainties and factors include, but are not limited to the risks set forth in the Company’s most recent Form 10-K and other SEC filings which are available through EDGAR at www.sec.gov. The Company assumes no obligation to update the forward-looking statements.