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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

**February 5, 2010 (October 30, 2009)**  
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)

**425-462-2556**  
Registrant's telephone  
number, including area code

**V6N 3E6**  
(Zip 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 1.02 Termination of a Material Definitive Agreement**

On January 22, 2010, we came to an agreement with Dusford Overseas International to terminate our consulting arrangement with them. Under the terms of the consulting agreement, Dusford Overseas International was entitled to a monthly cash payment of \$10,000 and an aggregate issuance of 2,250,000 warrants. Pursuant to the termination, Dusford has surrendered the 2,250,000 warrants which were exercisable at \$0.50.

## **Item 3.02 Unregistered Sale of Equity Securities**

In October 2009, we converted approximately \$225,000 in outstanding debt to a non-related third party into 265,000 shares of our common stock. We issued the shares to a person outside of the United States relying on the exemption from the registration requirements of the Securities Act of 1933 provided by Section 4(2) of the Securities Act and/or Regulation S thereunder.

On December 3, 2009, we entered into a retainer agreement pursuant to which we would issue warrants convertible into 400,000 shares of our common stock in exchange for services to be rendered. The warrants are issuable in equal installments over a twelve month period. The warrants are exercisable until the earlier of five years from their issuance or 90 days from the termination of the retainer agreement, and half of the warrants are exercisable at \$0.60 and half are exercisable at \$0.50. We issued the warrants relying on the exemption from the registration requirements of the Securities Act of 1933 provided by Section 4(2) of the Securities Act.

On December 17, 2009, we entered into three consulting agreements pursuant to which we would issue warrants convertible into 1,900,000 shares of our common stock in exchange for services to be rendered. The warrants are issuable in equal installments over a twelve month period. The warrants are exercisable until five years from their issuance, and half of the warrants are exercisable at \$0.60 and half are exercisable at \$0.50. We issued the warrants relying on the exemption from the registration requirements of the Securities Act of 1933 provided by Section 4(2) of the Securities Act.

On December 17, 2009, we entered into three consulting agreements pursuant to which we would issue 450,000 shares of our common stock in exchange for services to be rendered. We issued the warrants relying on the exemption from the registration requirements of the Securities Act of 1933 provided by Section 4(2) of the Securities Act.

## **Item 8.01. Other Events.**

On February 1, 2010, we issued a press release announcing that we signed a Letter of Intent to enter into an R&D collaboration effort with Aeras Global TB Vaccine Foundation, a non-profit product development partnership dedicated to the development of effective tuberculosis vaccine regimens. The overall goal of this collaboration will be to evaluate the efficacy of TAP in concert with novel vaccine vectors encoding TB immunogens under development at Aeras with the aim of advancing suitable candidates to clinical development. Aeras will conduct all pre-clinical development studies.

The information in the press release is being furnished, not filed, pursuant to this Item 8.01. Accordingly, the information in the press release will not be incorporated by reference into any registration statement filed by us under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in Item 8.01 of this Report is not intended to, and does not, constitute a determination or admission by us that the information in this Item 8.01 is material or complete, or that investors should consider this information before making an investment decision with respect to any of our securities.

## **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Press Release, dated February 1, 2010.

## **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

February 5, 2010

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**TapImmune Inc. Signs R&D Collaboration Letter of Intent Agreement With Aeras Global TB Vaccine Foundation**

Feb. 1, 2010 (GlobeNewswire) --

BELLEVUE, Wash., Feb. 1, 2010 (GLOBE NEWSWIRE) -- TapImmune Inc. (OTCBB:TPIV) announced that it has signed a Letter of Intent (LOI) with Aeras Global TB Vaccine Foundation to enter into an R&D collaboration effort. The overall goal of this collaboration will be to evaluate the efficacy of TAP in concert with novel vaccine vectors encoding TB immunogens under development at Aeras with the aim of advancing suitable candidates to clinical development. Aeras will conduct all pre-clinical development studies.

Aeras, one of the foremost non-profit Product Development Partnerships, is dedicated to the development of effective TB vaccine regimens that will prevent tuberculosis in all age groups and will be affordable, available and adopted worldwide.

TapImmune has extensive experience and associated intellectual property related to the use of TAP1 and TAP2 expressing vectors for the treatment of cancer and also as molecular adjuvants for enhancing Class I presentation of vaccine immunogens.

Denis Corin, President of TapImmune, stated, "We are proud to team with Aeras in the search for the next generation of vaccines to eliminate the scourge of tuberculosis from the world. We are equally proud that our technology has been recognized as a potential meaningful contributor in that search."

"Aeras is exploring novel approaches to enhance the effectiveness of new TB vaccines," said Jerald C. Sadoff, MD, the President and Chief Executive Officer of the Aeras Global TB Vaccine Foundation. "We are looking forward to evaluating TapImmune's adjuvant technology in our next generation genetic vaccines."

About Aeras Global TB Vaccine Foundation

The Aeras Global TB Vaccine Foundation ([www.aeras.org](http://www.aeras.org)) is a non-profit organization working as a Product Development Partnership to develop new tuberculosis vaccines and ensure that they are distributed to all who need them around the world. Aeras is funded primarily by private foundations and government aid agencies. Aeras is based in Rockville, Maryland, where it operates a state-of-the-art manufacturing and laboratory facility.

About TapImmune Inc.

TapImmune Inc. is a biotechnology company specializing in the development of innovative cell based immunotherapeutics and vaccines in the areas of oncology and infectious disease. The Company's lead product candidate, the AdhTAP vaccine, is designed to restore and augment

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antigen presentation and subsequent recognition and killing of cancer cells by the immune system. The Company is currently planning the development AdhTAP for the commencement of clinical manufacturing and toxicology studies. The Company is also developing a TAP based prophylactic vaccine which initial tests indicate may increase the efficacy of targeted prophylactic vaccines by up to 1000 times.

As a vaccine, the TAP technology has the potential to significantly improve the efficacy of current prophylactic vaccines and enhance the creation of new ones in the fight against pandemic infectious diseases.

The TapImmune Inc. logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=3877>.

*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 stated 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](http://www.sec.gov). The Company assumes no obligation to update the forward-looking statements.*

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