

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 26, 2010 (February 22, 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)

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 3.02 Unregistered Sale of Equity Securities

On February 22, 2010, we issued in exchange for services rendered and services to be rendered options under our 2009 Stock Incentive Plan to five of our employees, directors and service providers to purchase an aggregate of 3,326,000 shares of our common stock at \$0.97 per share. 1,913,000 of such options vested on February 22, 2010, and 1,413,000 of such options are scheduled to vest on February 22, 2011. All of such options are exercisable until February 21, 2020. We issued these options in transactions relying on the registration exemption provided by Regulation S and/or Section 4(2) of the Securities Act of 1933.

Item 5.03 Amendments to Articles of Incorporation; Change in Fiscal Year.

On February 22, 2010, we filed with the Secretary of State of Nevada the Amendment to our Articles of Incorporation mentioned in our Information Statement on Schedule 14C filed with the U.S. Securities and Exchange Commission on January 29, 2010 and mailed to our shareholders. The Amendment to our Articles of Incorporation increased our authorized share capital from 55 million authorized shares, consisting of 50 million shares of common stock and 5 million shares of preferred stock, to 155,000,000 million authorized shares, consisting of 150,000,000 million shares of common stock and 5 million shares of preferred stock.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to Articles of Incorporation filed on February 22, 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 24, 2010

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
FOR NEVADA PROFIT CORPORATIONS
(PURSUANT TO NRS 78.385 AND 78.390 - AFTER ISSUANCE OF STOCK)

1. Name of corporation: TapImmune Inc.

2. The articles have been amended as follows (provide article numbers, if available):

3: The number of authorized shares with a par value of \$0.001 per share is 150,000,000 common shares and 5,000,000 preferred shares.

3. The vote by which the shareholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 55.6%

4. Effective date of filing (optional): 2/22/10

5. Officer Signature (required): /s/ Denis Corin