

**William Slattery, CFA**  
**Vice President**  
Listing Qualifications

By Electronic Mail

September 24, 2020

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on September 24, 2020 The Nasdaq Stock Market LLC (the "Exchange") received from GeoVax Labs, Inc. Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

**Common Stock, par value \$0.001 per share**  
**Warrants to purchase Common Stock, par value \$0.001 per share**

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

