

AEOLUS PHARMACEUTICALS, INC.

Form 8-K

October 30, 2006

**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**

Date of Report (Date of earliest event reported): **October 27, 2006**

**AEOLUS PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**0-50481 56-1953785**

(Commission File Number) (IRS Employer Identification No.)

**23811 Inverness Place**

**Laguna Niguel, California 92677**

(Address of Principal Executive Offices, Including Zip Code)

**949-481-9825**

(Registrant's Telephone Number, Including Area Code)

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Check the appropriate box below if the Form 8-K filing 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)

Soliiting 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))

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

On October 27, 2006, the shareholders of Aeolus Pharmaceuticals, Inc. approved an Amendment of the Amended and Restated Certificate of Incorporation to increase the authorized number of shares of Common Stock from ten million (10,000,000) shares to one hundred fifty million (150,000,000) shares.

A copy of the Certificate of Amendment of Amended and Restated Certificate of Incorporation is attached as Exhibit 3.1 to this Current Report on Form 8-K.

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

(c) Exhibits

<b>Exhibit #</b>	<b>Description</b>
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation

**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 hereunto duly authorized.

AEOLUS PHARMACEUTICALS, INC.

Date: October 30, 2006

/s/ Michael P. McManus

Michael P. McManus  
Chief Financial Officer, Treasurer and Secretary