

BIOLARGO, INC.
Form 8-K
July 06, 2010
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): June 30, 2010

BioLargo, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 000-19709 (Commission File Number) | 65-0159115 (IRS Employer Identification No.) |
| 16333 Phoebe Ave, La Mirada, CA (Address of principal executive offices) | 90638 (Zip Code) | |

Registrant's telephone number, including area code: (949) 643-9540

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

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 (see General Instruction A.2. below):

- .. 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 (17CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))

Item 8.01 Other Information

On June 30, 2010, we issued an aggregate 1,787,999 shares of our common stock to holders of our promissory notes due June 30, 2010 (the "Spring 2007 Notes"), which the noteholders purchased in a private offering we conducted commencing May 2007 (the "Spring 2007 Offering"). Pursuant to the terms of the Spring 2007 Offering, we had the right to require the conversion of the principal outstanding amount of the Spring 2007 Notes, together with accrued and unpaid interest thereon, upon their maturity. We elected to convert the \$968,000 principal amount of the Spring 2007 Notes then outstanding, together with accrued and unpaid interest thereon in the amount of \$283,594, at a conversion price of \$0.70 per share, into 1,787,999 shares of our common stock.

SIGNATURES

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.

Date: July 2, 2010

BIOLARGO, INC.

By:

/s/ Dennis P. Calvert
Dennis P. Calvert
President and Chief Executive
Officer