

BIOLARGO, INC.
Form 8-K
September 15, 2009

**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): September 13, 2009

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.)

2603 Main Street, Suite 1155, Irvine, CA

(Address of Principal Executive Offices)

92614

(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:

- 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))

Item 1.01 Entry into a Material Definitive Agreement

Pursuant to a private offering that commenced September 2006 and terminated April 2007 (the Fall 2006 Offering), we sold an aggregate \$1,000,000 principal amount of our promissory notes (the Fall 2006 Notes) due and payable September 13, 2008 (the Maturity Date) to 43 investors, convertible into an aggregate 1,454,564 shares of our common stock. Purchasers of the Fall 2006 Notes received, for no additional consideration, a stock purchase warrant (the Fall 2006 Warrants) entitling the holder to purchase a number of shares of our common stock into which the principal amount of the investor s Fall 2006 Note is convertible. The Fall 2006 Warrants are exercisable at \$1.25 per share, and were to expire September 13, 2009.

On September 13, 2009, the Company s Board of Directors extended the expiration date of the Fall 2006 Warrants to September 13, 2010. The exercise price of the Fall 2006 Warrants remain unchanged.

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: September 15, 2009

BIOLARGO, INC.

By: /s/ Dennis P. Calvert

Dennis P. Calvert
President and Chief Executive Officer