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) **March 8, 2017**

STELLAR BIOTECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

British Columbia, Canada	**000-54598**	**N/A**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

332 E. Scott Street
Port Hueneme, California 93041
(Address of principal executive offices) (Zip Code)

(805) 488-2800
(Registrant's telephone number, including area code)

Not applicable.
(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.02 Termination of a Material Definitive Agreement.

As previously disclosed, Stellar Biotechnologies, Inc. (the "Company") entered into a license agreement with the University of Guelph, Ontario, Canada ("Guelph"), dated July 24, 2013 (the "License Agreement"). The License Agreement was filed as Exhibit 99.1 to the Company's Report on Form 6-K, filed on August 30, 2013.

Under the License Agreement, the Company acquired from Guelph (a) the exclusive rights to develop, manufacture and sell active immunotherapies to treat *Clostridium difficile* (C. diff) infection that derived from Guelph's patented technology (the "Guelph IP") and (b) an exclusive, worldwide license to the Guelph IP, in return for an initial license fee of $25,000, aggregate delayed license fees of $200,000, annual license fees of $20,000 creditable against sales royalties, if any, and contingent milestone payments of up to $6,020,000 payable to Guelph upon achievement of various financing and development targets up to the first regulatory approvals.

On March 8, 2017, (i) the Company and Guelph entered into an agreement to terminate the License Agreement, with effect from March 6, (ii) the Company concurrently entered into a technology transfer and purchase agreement (the "Transfer Agreement") with Matrivax Inc. ("Matrivax"), also with effect from March 6, and (iii) Guelph and Matrivax entered into a certain licensing transaction relating to the Guelph IP (collectively, the "Guelph Transfer Transactions"). Under the Transfer Agreement, the Company will transfer to Matrivax its proprietary rights and know-how of immunogens and vaccine technology for C. diff, in exchange for an upfront fee and a percentage of future fees, milestone payments, sublicensing income and royalties, if any, paid by Matrivax or its assigns to Guelph.

There are no early termination penalties payable by the Company to Guelph in connection with the termination of the License Agreement. As a result of the termination of the License Agreement, there are no further annual licensing fees, contingent milestone payments, royalties or other financial obligations payable by the Company to Guelph. Other than the License Agreement, the Company has no material relationship with Guelph.

Item 8.01 Other Events.

On March 13, 2017, the Company issued a press release announcing the Guelph Transfer Transactions. A copy of the press release is attached to this Current Report as Exhibit 99.1, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by Stellar Biotechnologies, Inc. dated March 13, 2017.

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.

Stellar Biotechnologies, Inc.

Date: March 13, 2017

By: /s/ Kathi Niffenegger
Name: Kathi Niffenegger
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release issued by Stellar Biotechnologies, Inc. dated March 13, 2017.

Exhibit 99.1

Stellar Biotechnologies and Matrivax Sign Agreement to Transfer Vaccine Technology

- *Stellar to receive upfront fee and future royalties*
- *Matrivax to acquire proprietary rights to C. difficile technology and patent*

LOS ANGELES, Calif. and BOSTON, Mass. – March 13, 2017 – Stellar Biotechnologies, Inc. (Nasdaq: SBOT), a leading manufacturer of a key protein utilized in immunotherapy development pipelines, and Matrivax Inc., a vaccine biotechnology company, today announced that the companies have entered into a technology transfer and purchase agreement related to Stellar's proprietary C*lostridium difficile* technology.

Under the terms of the agreement, Stellar will transfer its proprietary rights and know-how of immunogens and vaccine technology for a life-threatening pathogenic bacteria known as *Clostridium difficile* (C. diff). Stellar advanced this technology through exploratory preclinical studies completed under an exclusive license of the patented immunotherapy technology from the University of Guelph, Canada.

Stellar President and CEO Frank Oakes said that Matrivax's acquisition of Stellar's interest in C. diff technology underscores the importance of developing immunotherapy treatments for C. diff infections (CDI). "We are pleased with this endorsement of our vision for therapeutic vaccines to fight C. diff. This arrangement provides Stellar the opportunity to advance promising technology and share in successful milestones, without further capital investments," said Mr. Oakes.

Matrivax CSO Kevin P. Killeen, PhD, said that "Matrivax is excited to advance the C. diff prophylactic and therapeutic vaccine technology to the clinic. A key company goal is to develop novel therapeutic and preventative interventions targeting CDI that direct the immune system against both the pathogen and toxins, unlike many alternative approaches that only impact toxin-mediated disease symptoms. By acquiring rights to this enabling protective antigen technology, we can now advance research designed to disrupt the fundamental pathways of C. diff pathogenesis and transmission," said Dr. Killeen.

For termination of its exclusive license to the patent rights, and transfer of know how related to its development work, Stellar will receive an upfront fee from Matrivax as well as a percentage of certain fees, milestone payments, sublicensing income and royalties that are paid by Matrivax to the University of Guelph in consideration of the license granted to Matrivax under the patent rights. As part of the arrangement, Stellar and the University of Guelph terminated their existing license agreement, effective March 6, 2017. The succeeding license agreement directly between the University of Guelph and Matrivax became effective the same date.

C.difficile has been categorized as an urgent threat by the Centers for Disease Control. According to published research reports, treatment costs in the United States and Europe are estimated at $7 billion annually.

About Matrivax.
Founded in 2007, Matrivax Inc. is a biotechnology company that has exclusively licensed Protein Capsular Matrix Vaccine (PCMV) technology, a platform that enables a simplified manufacturing process to produce polysaccharide based vaccines against *Streptococcus pneumoniae, C. difficile, Neisseria meningitidis, S.* Typhi, and others. PCMV technology has the potential to transform the current, complex, and expensive polysaccharide-protein conjugate vaccine manufacture process to a more straightforward, inexpensive process. The Matrivax R&D headquarters are located in Boston, MA.

About Stellar Biotechnologies
Based north of Los Angeles at the Port of Hueneme, Stellar Biotechnologies, Inc. (Nasdaq: SBOT) is the leader in sustainable manufacture of Keyhole Limpet Hemocyanin (KLH), an important immune-stimulating protein used in wide-ranging therapeutic and diagnostic markets. KLH is both an active pharmaceutical ingredient (API) in many new immunotherapies (targeting cancer, immune disorders, Alzheimer's and inflammatory diseases) as well as a finished product for measuring immune status. Stellar is unique in its proprietary methods, facilities, and KLH technology. The company is committed to meeting the growing demand for commercial-scale supplies of GMP grade KLH, ensuring environmentally sound KLH production, and developing KLH-based active immunotherapies. Stellar KLH is a trademark of Stellar Biotechnologies.

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Stellar Forward-Looking Statements
This press release may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may be identified by the use of words such as "anticipate," "believe," "plan," "estimate," "expect," "intend," "may," "will," "would," "could," "should," "might," "potential," or "continue" and variations or similar expressions. Readers should not unduly rely on these forward-looking statements, which are not a guarantee of future performance. There can be no assurance that forward-looking statements will prove to be accurate, as all such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results or future events to differ materially from the forward-looking statements. Such risks include, but may not be limited to: general economic and business conditions; technology changes; competition; changes in strategy or development plans; availability of funds and resources; anticipated requirements for operating capital; governmental regulations and the ability or failure to comply with governmental regulations; changes in trade policy and international law; the timing of Stellar's or its partners' anticipated results, including in connection with clinical trials; the ability to meet the goals of Stellar's joint ventures and strategic partnerships; and other factors referenced in Stellar's filings with securities regulators. For a discussion of further risks and uncertainties related to the Stellar's business, please refer to Stellar's public company reports filed with the U.S. Securities and Exchange Commission and the British Columbia Securities Commission. All forward-looking statements are made as of the date hereof and are subject to change. Except as required by law, Stellar assumes no obligation to update such statements. This press release does not constitute an offer or solicitation of an offer for sale of any securities in any jurisdiction, including the United States.

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