

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: September 02, 2015  
(Date of earliest event reported)

**Stellar Biotechnologies, Inc.**  
(Exact name of registrant as specified in its charter)

**British Columbia, Canada**  
(State or other jurisdiction  
of incorporation)

**000-54598**  
(Commission File  
Number)

**N/A**  
(IRS Employer  
Identification Number)

**332 E. Scott Street Port Hueneme, CA**  
(Address of principal executive offices)

**93041**  
(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:

- 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))

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**Item 8.01. Other Events**

On September 2, 2015, Stellar Biotechnologies, Inc. (the "Company") effected a reverse stock split of the Company's common shares, no par value per share (the "Common Shares"), at a ratio of 1-for-10 (the "Reverse Split"). As a result of the Reverse Split, every ten shares of the issued and outstanding Common Shares, without par value, consolidated into one newly-issued outstanding Common Share, without any change in the par value per share. Each fractional share remaining after the Reverse Split that is less than one-half of a share will be cancelled and each fractional share that is at least one-half of a share will be changed to one whole share. The Reverse Split has also correspondingly reduced the number of shares of Common Shares outstanding from 79,847,550 million to approximately 7,984,755 million.

A copy of the press release confirming the effectiveness of the Reverse Split is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

99.1 [Press Release of Stellar Biotechnologies, Inc. dated September 02, 2015](#)

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**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.

Dated: September 02, 2015

STELLAR BIOTECHNOLOGIES, INC.

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

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**Exhibit Index**

**Exhibit No.**

**Description**

99.1

Press Release of Stellar Biotechnologies, Inc. dated September 02, 2015

## **Stellar Biotechnologies Announces Reverse Stock Split Effective September 2, 2015**

PORT HUENEME, CA -- (Marketwired - September 02, 2015) - **Stellar Biotechnologies, Inc. ("Stellar" or "the Company")** (OTCQB: SBOTD) (TSX VENTURE: KLH), the leader in sustainable manufacture of Keyhole Limpet Hemocyanin ("KLH"), is pleased to announce that, effective September 2, 2015, the Company has consolidated its issued and outstanding common shares (the "Shares") on the basis of one (1) post-consolidated common Share for every ten (10) pre-consolidated Shares (the "Reverse Split").

The Reverse Split was approved by the Company's Board of Directors in accordance with the Company's Articles, and has received the approval of the Financial Industry Regulatory Authority (FINRA) and the TSX Venture Exchange.

"This reverse stock split represents a positive milestone for Stellar Biotechnologies since it will support the requirements of uplisting to the NASDAQ Capital Market," said Frank Oakes, President, Chief Executive Officer and Chairman of Stellar Biotechnologies, Inc. "We believe Stellar is entering an exciting growth phase, such as our recently announced plans to expand KLH operations in anticipation of new immunotherapy opportunities. The NASDAQ uplisting is intended to advance these growth strategies by attracting a broader, more diverse shareholder base and new visibility for Stellar to institutional investors." There can, however, be no assurance that the Company's application to NASDAQ for the listing of the common shares will be approved in the near future or at all.

In accordance with FINRA's procedures for reverse stock splits, Stellar's stock symbol on the OTCQB Marketplace will be "SBOTD" (with a "D" replacing the "F") for a period of twenty (20) business days, after which time, the symbol will revert back to "SBOTF." Assuming the Company's listing application to NASDAQ is approved, the Company's stock symbol will become "SBOT." The Company's stock symbol on the TSX Venture Exchange will remain unchanged. The new CUSIP number for the Shares will be 85855A203 and the new ISIN number will be CA85855A2039.

The Reverse Split will not affect any shareholder's ownership percentage of the Company's common shares without par value, except to the limited extent that the Reverse Split would result in any fractional shares. No fractional shares will be issued under the Reverse Split and any fraction will be rounded to the nearest whole share.

The Reverse Split will reduce the number of shares of the Company's issued and outstanding common shares from 79,847,550 to approximately 7,984,755. Proportional adjustments will be made to the Company's outstanding options, warrants, and other convertible securities that are outstanding immediately prior to the Reverse Split, in accordance with the terms of the plans, agreements, or arrangements governing such options, warrants, and other convertible securities. The Company's authorized shares will remain unchanged.

Registered shareholders holding shares through a brokerage account will have their shares automatically adjusted to reflect the post-consolidated Shares. Registered shareholders holding physical common share certificates will receive a letter of transmittal from the Company's transfer agent, Computershare Investor Services Inc., with specific instructions regarding the exchange of their certificates.

**For additional information regarding the Company's Reverse Split and proposed NASDAQ uplisting, please visit: <http://ir.stellarbiotechnologies.com/reverse-stock-split-faq>**

To view the Company's current filings under Form 10-K, 10-Q and 8-K, please visit the U.S. SEC website ([www.sec.gov/edgar](http://www.sec.gov/edgar)). To view the Company's filings with the Canadian Securities Administrators ("CSA"), including the Management Discussion and Analysis and related consolidated financial statements, please visit the CSA's SEDAR website ([www.sedar.com](http://www.sedar.com)).

### **About Stellar Biotechnologies, Inc.**

Stellar Biotechnologies, Inc. (OTCQB: SBOTD) (TSX VENTURE: KLH) 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 Biotechnologies is unique in its proprietary methods, facilities, and KLH technology. We are 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.

Visit [www.stellarbiotech.com](http://www.stellarbiotech.com) and the KLH knowledge base [www.klhsite.org](http://www.klhsite.org).

### **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;

governmental regulations and the ability or failure to comply with governmental regulations; the timing of anticipated results; and other factors referenced in the Company's filings with securities regulators. For a discussion of further risks and uncertainties related to the Company's business, please refer to the Company's public company reports filed with the TSX Venture Exchange and the U.S. Securities and Exchange Commission. All forward-looking statements are made as of the date hereof and are subject to change. Except as required by law, the Company 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. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of the information contained in this press release.

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