

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) August 26, 2015

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
(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):

- 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 3.02 Material Modification to Rights of Security Holders

On August 26, 2015, the Board of Directors of Stellar Biotechnologies, Inc. (the “Company”) approved a share consolidation (reverse stock split) of the Company’s common shares, without par value per share (the “Common Shares”), on the basis of one (1) post-consolidated Common Share for every ten (10) pre-consolidated Common Shares (the “Reverse Split”). The Company anticipates that the Reverse Split will be effective as of 12:01 a.m. Pacific Time on September 2, 2015 (the “Effective Date”), contingent upon approval from the TSX Venture Exchange (“TSX-V”) and the Financial Industry Regulatory Authority (“FINRA”).

The Reverse Split will not be effective until the Company receives approval from the TSX-V and FINRA. On the Effective Date every ten of the Company’s issued and outstanding Common Shares without par value will be consolidated into one Common Share without par value. Each fractional share remaining after consolidation 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 converted to one whole share. The Reverse Split will reduce the number of Common Shares outstanding from 79,847,550 million to approximately 7,984,755 million.

Item 7.01 Regulation FD Disclosure.

On August 28, 2015, the Company issued a press release announcing the Reverse Split. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Cautionary Note Regarding Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are “forward-looking statements” for purposes of these provisions, and include statements regarding the proposed Effective Date of the Reverse Split. Any forward-looking statements contained herein are based on current expectations, and are subject to a number of risks and uncertainties, including anticipated clearance of the Reverse Split with TSX-V and FINRA. Given these uncertainties, investors should not place undue reliance on these forward-looking statements. Additional risk factors relating to the Common Shares are included in the Company’s Annual Report on Form 10-K for the year ended August 31, 2014, and other filings the Company makes with the Securities and Exchange Commission, including quarterly reports on Form 10-Q and current reports on Form 8-K. All forward-looking statements included in this Current Report on Form 8-K are made as of the date hereof, based on information available to the Company as of the date of this report, and the Company assumes no obligation to update any such forward-looking statements, except as required by law.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
4.2	Specimen Common Stock Certificate
99.1	Press Release, dated August 28, 2015

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: August 28, 2015
Name: Kathi Niffenegger
Title: Chief Financial Officer

By: /s/ Kathi Niffenegger_____

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.2	Specimen Common Stock Certificate
99.1	Press Release, dated August 28, 2015

Number

00000000

Stellar Biotechnologies, Inc.

A BRITISH COLUMBIA BUSINESS CORPORATIONS ACT COMPANY

Shares

*****0*****
*****0*****
*****0*****
*****0*****

THIS CERTIFIES THAT

SPECIMEN

CUSIP 85855A203

IS THE REGISTERED HOLDER OF

ISIN CA85855A2039

SEE REVERSE FOR CERTAIN DEFINITIONS

FULLY PAID AND NON-ASSESSABLE COMMON SHARES WITHOUT PAR VALUE IN THE CAPITAL OF

Stellar Biotechnologies, Inc.

in the Authorized share structure of the above named Company subject to the Articles of the Company transferable on the Central Securities Register of the Company by the registered holder in person or by attorney duly authorized in writing upon surrender of this certificate properly endorsed.

This certificate is not valid unless countersigned by the Transfer Agent and Registrar of the Company.

IN WITNESS WHEREOF the Company has caused this certificate to be signed on its behalf by the facsimile signatures of its duly authorized officers, at Vancouver, British Columbia.


President and Chief Executive Officer


Chief Financial Officer

VOID

COUNTERSIGNED AND REGISTERED
COMPUTERSHARE TRUST COMPANY, N.A.
(CANTON, MA, JERSEY CITY, NJ AND COLLEGE
STATION, TX) OR

By _____
Authorized Officer

Dated: Aug 27, 2015

COUNTERSIGNED AND REGISTERED
COMPUTERSHARE INVESTOR SERVICES INC.
(VANCOUVER)
TRANSFER AGENT AND REGISTRAR

By _____
Authorized Officer

VOID

The shares represented by this certificate are transferable at the offices of Computershare Investor Services Inc. in Vancouver, BC or at the offices of Computershare Trust Company, N.A. in Canton, MA, Jersey City, NJ and College Station, TX.

SECURITY INSTRUCTIONS ON REVERSE VOIR LES INSTRUCTIONS DE SÉCURITÉ AU VERSO



The following abbreviations shall be construed as though the words set forth below opposite each abbreviation were written out in full where such abbreviation appears:

TEN COM	- as tenants in common	(Name) CUST (Name) UNF	- (Name) as Custodian for (Name) under the
TEN ENT	- as tenants by the entireties	GIFT MIN ACT (State)	(State) Uniform Gifts to Minors Act
JT TEN	- as joint tenants with rights of survivorship and not as tenants in common		

Additional abbreviations may also be used though not in the above list.

For value received the undersigned hereby sells, assigns and transfers unto

Insert name and address of transferee

_____ shares
represented by this certificate and does hereby irrevocably constitute and appoint

_____ the attorney
of the undersigned to transfer the said shares on the books of the Company with full power of substitution in the premises.

DATED: _____

Signature of Shareholder

Signature of Guarantor

Signature Guarantee:

The signature on this assignment must correspond with the name as written upon the face of the certificate(s), in every particular, without alteration or enlargement, or any change whatsoever and must be guaranteed by a major Canadian Schedule I chartered bank or a member of an acceptable Medallion Signature Guarantee Program (STAMP, SEMP, MSP). The Guarantor must affix a stamp bearing the actual words "Signature Guaranteed".

In the USA, signature guarantees must be done by members of a "Medallion Signature Guarantee Program" only.

Signature guarantees are not accepted from Treasury Branches, Credit Unions or Caisses Populaires unless they are members of the Stamp Medallion Program.

Until the earlier of the Separation Time or the Expiration Time (as both terms are defined in the Shareholder Rights Agreement referred to below), this certificate also evidences and entitles the holder hereof to certain rights as set forth in the Shareholder Rights Plan Agreement dated as of January 5, 2014, as may be amended or supplemented from time to time (the "Shareholder Rights Agreement"), between Stellar Biotechnologies, Inc. (the "Company") and Computershare Investor Services Inc., as Rights Agent, the terms of which are incorporated herein by reference and a copy of which is on file at the principal executive offices of the Company. Under certain circumstances set out in the Shareholder Rights Agreement, the rights may be amended or redeemed, may expire or may become void (if, in certain cases they are "Beneficially Owned" by an "Acquiring Person" as such terms are defined in the Shareholder Rights Agreement, whether currently held by or on behalf of such Person or a subsequent holder) or may be evidenced by separate certificates and no longer evidenced by this certificate. The Company will mail or arrange for the mailing of a copy of the Shareholder Rights Agreement to the holder of this certificate without charge as soon as practicable after the receipt of a written request therefor.

SECURITY INSTRUCTIONS - INSTRUCTIONS DE SÉCURITÉ

THIS IS WATERMARKED PAPER, DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.
PAPIER FILIGRANÉ, NE PAS ACCEPTER SANS VÉRIFIER LA PRÉSENCE DU FILIGRANÉ. POUR CE FAIRE, PLACER À LA LUMIÈRE.





Stellar Biotechnologies Announces Reverse Stock Split in Preparation for Proposed Uplisting to NASDAQ Capital Market

PORT HUENEME, CA, (August 28, 2015) -- Stellar Biotechnologies, Inc. ("Stellar" or "the Company") (OTCQB: SBOTF) (TSX-V: KLH), the leader in sustainable manufacture of Keyhole Limpet Hemocyanin ("KLH"), today announced that, subject to regulatory approval, the Company will proceed with a consolidation of 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 Company's Board of Directors approved the Reverse Split on August 26, 2015, in preparation for its planned uplisting to the NASDAQ Capital Market ("NASDAQ"). The Company has filed an application to have its common stock approved for trading on NASDAQ and the Reverse Split is intended to fulfill one of the quantitative requirements for listing. However, there can be no assurance that NASDAQ will approve the Company's application or, if the Company's stock is uplisted, that the Company will be able to maintain minimum listing requirements.

"This reverse stock split is a key step in our growth strategy," said Frank Oakes, President, Chief Executive Officer and Chairman. "We believe that the proposed uplisting to the NASDAQ Capital Market offers a number of advantages including the opportunity to improve liquidity for our shareholders and to increase Stellar's visibility in the broader investment community and with institutional investors."

The Reverse Split is subject to approval by the Financial Industry Regulatory Authority (FINRA) and the TSX Venture Exchange. The Company anticipates that the Reverse Split will become effective on or about September 2, 2015.

To view the Company's current filings under Form 20-F, Form 10-K, 10-Q and 8-K, please visit the U.S. SEC website (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)

About Stellar Biotechnologies, Inc.

Stellar Biotechnologies, Inc. (OTCQB: SBOTF) (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 and the KLH knowledge base www.klhsite.org.

Stellar Biotechnologies Company Contact:

Mark A. McPartland
Vice President of Corporate Development and Communications
Phone: +1 (805) 488-2800 ext. 103
markmcp@stellarbiotech.com
www.stellarbiotech.com

Investor Inquiries:

Joseph Green
The Ruth Group
Phone: +1 (646) 536-7013
jgreen@theruthgroup.com

Media Inquiries:

Joanna Zimmerman
The Ruth Group
Phone: +1 (646) 536-7006
jzimmerman@theruthgroup.com

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.
