

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 24, 2015

Xenetic Bioscience, Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

333-178082
(Commission File Number)

45-295962
(I.R.S. Employer Identification No.)

99 Hayden Ave, Suite 230
Lexington, MA
(Address of principal executive offices)

02421
(Zip Code)

Registrant's telephone number, including area code: 781-778-7720

(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 (17CFR 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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SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

At the annual meeting of shareholders held on September 24, 2015, the shareholders elected the five individuals that would serve and function as the entire board of directors for the upcoming year. At the meeting, the shareholders re-elected M. Scott Maguire, Firdaus Jal Dastoor, Roman Knyazev, Darlene Deptula-Hicks, and Dmitry Genkin to serve until the next Annual Meeting of the Shareholders or until a successor has been elected and qualified. Information regarding the newly re-elected directors can be found in the Company's most recent filing on form 10K.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 30, 2015, Xenetic Bioscience, Inc. (the "Company") filed with the Secretary of State of the State of Nevada an Amendment to Articles of Incorporation to increase the authorized shares of Common Stock of the Company (the "Amendment"). The Amendment authorizes the Company to issue 1,500,000,000 shares of Common Stock, par value \$0.001 per share, and 10,000,000 shares of Preferred Stock. The Preferred Stock may be issued in one or more series, each series to be appropriately designated by a distinguishing letter or title, prior to the issuance of any shares thereof.

The Amendment was recommended by the board of directors and submitted for consideration and approval to the Company's shareholders at an annual meeting held on September 24, 2015. The Amendment was approved by shareholders holding a majority of the issued and outstanding common stock.

A copy of the Amendment is attached hereto as Exhibit 3.1.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Exhibit Description
3.1	Amendment to Articles of Incorporation

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.

Xenetic Biosciences, Inc.

/s/ M. Scott Maguire
M. Scott Maguire
Chief Executive Officer
Date: September 30, 2015

BARBARA K. CEGAVSKE
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

USE BLACK INK ONLY-DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Corporations
(Pursuant to NRS 78.385 and 78.390—After Issuance of Stock)

1. Name of corporation:

Xenetic Biosciences, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

Section 1. *Authorized Shares.* Section 1. Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is one billion five hundred ten million (1,510,000,000) shares, consisting of two classes to be designated, one billion five hundred million (1,500,000,000) shall be designated as "Common Stock" and ten million (10,000,000) shall be designated as undifferentiated blank check "Preferred Stock," with all of such shares having a par value of \$.001 per share.

The Preferred Stock may be issued in one or more series, each series to be appropriately designated by a distinguishing letter or title, prior to the issuance of any shares thereof. The voting powers, designations, preferences, limitations, restrictions, and relative, participating, optional and other rights, and the qualifications, limitations, or restrictions thereof, of the Preferred Stock shall hereinafter be prescribed by resolution of the board of directors pursuant to Section 3 of this Article III.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

4. Effective date and time of filing (optional):

5. Signatures (required)

X /s/ M. Scott Maguire

Signature

* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.