

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

FORM 8-K/A (No. 1)

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 21, 2012**

**GENESIS BIOPHARMA, INC**  
(EXACT NAME OF COMPANY AS SPECIFIED IN ITS CHARTER)

NEVADA  
\_\_\_\_\_  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION)

000-53172  
\_\_\_\_\_  
(COMMISSION FILE NUMBER)

75-3254381  
\_\_\_\_\_  
(I.R.S. EMPLOYER IDENTIFICATION)

**11500 Olympic Boulevard, Suite 400, Los Angeles CA 90064**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (866) 963-2220

N/A  
(Former name or former address, if changed since last report)

- £ Written communication 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 40.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(c) On March 21, 2012, we appointed Hans E. Bishop age 47 as Executive Chairman of our Board of Directors. Mr. Bishop has previously served as a member of our Board of Directors since January 2012. Concurrent with Mr. Bishop's appointment, Anthony J. Cataldo the Company's Executive Chairman resigned as Chairman and will maintain his positions as a member of our board and executive officer.

Mr. Bishop served as the Chief Operating Officer of Dendreon Corporation from January 2009 until September 2010. Prior to that, from December 2006 to January 2009, Mr. Bishop was with Bayer Healthcare AG, where he served as President of the Specialty Medicine business unit which included responsibility for a portfolio of Oncology, Neurology, Ophthalmology and Haematology products. Before joining Bayer Healthcare, Mr. Bishop was Senior Vice President, Global Commercial Operations for Chiron Corporation from 2004 to 2006, and Vice President of Global Operations for Sonera Zed Ltd. from 2000 until 2004. From 1995 to 2000, Mr. Bishop was with SmithKline Beecham where he held a number of positions, including Director of European Business Development and Strategy and Managing Director of SB UK Pharmaceuticals. From 1988 until he joined SmithKline Beecham in 1995, Mr. Bishop was with Glaxo Wellcome PLC, where he served as in various commercial roles. Mr. Bishop earned his B.S. in Chemistry from Brunel University in London.

Mr. Bishop has not been appointed to serve as a member of any committees of our Board and we have no compensation arrangements with Mr. Bishop beyond monthly director fees of \$3,000 per month at the present time, however we anticipate entering into additional compensation arrangements with Mr. Bishop.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits. The following exhibit is included as part of this report.

99.1 Press Release issued by the Company March 22, 2012 announcing Hans Bishop's appointment as the Company's Executive Chairman.

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**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.

GENESIS BIOPHARMA, INC.

Date: March 22, 2012

By: /s/ Michael Handelman  
Chief Financial Officer

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**INVESTOR CONTACT:**

LHA

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**GENESIS BIOPHARMA NAMES BIOTECH INDUSTRY VETERAN  
HANS E. BISHOP AS EXECUTIVE CHAIRMAN OF THE BOARD**

**LOS ANGELES (March 22, 2012)** – Genesis Biopharma, Inc. (OTC/BB: GNBPF), a biotechnology company developing targeted cancer immunotherapies, today announced that Hans E. Bishop has been named Executive Chairman of the Company’s Board of Directors. Mr. Bishop has served as a Director of the Company since January 2012. Anthony J. Cataldo, formerly the Chairman of the Board, will remain as a Director of the Company.

“It is with great pleasure that we welcome Hans as our Executive Chairman. Since joining our Board earlier this year, Hans has played an integral role in our strategic planning and his background makes him ideally suited to guide the Company as we advance our clinical programs for Cōntego™, our ready-to-infuse adoptive cell therapy using TILs, to treat Stage IV metastatic melanoma,” said Mr. Cataldo. “To support our business plan we have been expanding our leadership with talented, experienced professionals. The addition of Hans as our Executive Chair further enhances this dynamic team as he is a proven leader with an impressive track record of enhancing operational and financial results.”

Commenting on his appointment, Mr. Bishop said, “It is a privilege to serve as Executive Chairman of Genesis Biopharma at this important point in the company’s evolution. I look forward to building a strong leadership team and working with my colleagues on the board to steer the company to success.”

Most recently Mr. Bishop was Chief Operating Officer of Dendreon Corporation (NASDAQ: DNDN), with responsibility for a number of operational areas of the business including manufacturing and commercial operations. From 2006 to 2009 he was with Bayer Healthcare, a wholly owned multibillion-dollar subsidiary of Bayer AG, as President Specialty Medicine Business Unit where he led Oncology, Neurology, Ophthalmology and Haematology Business units. From 2004 to 2006 he was Senior Vice President, Global Commercial Operations for Chiron Corporation.

Earlier in his career Mr. Bishop was with SmithKline Beecham and Glaxo, where he held a number of commercial roles of increasing responsibility. Mr. Bishop earned his B.S. in Chemistry from Brunel University in London.

**About Genesis Biopharma, Inc.**

Genesis Biopharma, Inc. is engaged in the development and commercialization of autologous cell therapies for the treatment of various cancers. The Company’s lead product candidate, Cōntego™, is a ready-to-infuse autologous cell therapy utilizing tumor infiltrating lymphocytes for the treatment of patients with Stage IV metastatic melanoma. Cōntego™ is based on a currently available physician-sponsored investigational therapy at the National Cancer Institute, MD Anderson Cancer Center and the H. Lee Moffitt Cancer & Research Institute for the treatment of Stage IV metastatic melanoma.

For more information about the company, visit [www.genesis-biopharma.com](http://www.genesis-biopharma.com).

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**Forward-Looking Statements**

The foregoing announcement contains forward-looking statements that can be identified by such terminology as “expects”, “hopes”, “potential”, “suggests”, “bodes”, “may”, “should”, “could”, or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results to be materially different from any future results, performance or achievements expressed or implied by such statements. In particular, management's expectations regarding future research, development and/or commercial results could be affected by, among other things, uncertainties relating to clinical trials and product development; availability of future financing; unexpected regulatory delays or government regulation generally; the company's ability to obtain or maintain patent and other proprietary intellectual property protection; and competition in general. Forward-looking statements speak only as of the date they are made. The company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

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