

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) September 30, 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 1.01**                    **Entry into a Material Definitive Agreement.**

Between May and September 2012, Genesis Biopharma, Inc. (the “Company”) issued \$1,481,250 of its Secured Promissory Notes (the “Notes”) to 13 purchasers. The May and June 2012 Notes, totaling \$1.1 million, originally matured on June 30, 2012. The maturity date of these Notes was subsequently extended to September 30, 2012. Effective September 30, 2012, the Company entered into a second Maturity Date Extension with the holders of all of the Notes. Pursuant to the Maturity Date Extension, the maturity date of all of the Notes has been extended to December 31, 2012. Except for the change of the maturity date as described above, all of the terms and conditions of the Notes remain in full force and effect.

**Item 9.01. Financial Statements and Exhibits**

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

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10.1                    Form of Maturity Date Extension

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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: October 4, 2012

By: /s/ Anthony Cataldo  
Anthony Cataldo  
Chief Executive Officer

## MATURITY DATE EXTENSION

Reference is made to that certain Secured Promissory Note ("Note") dated as of May \_\_, 2012 by Genesis Biopharma, Inc. (the "Company") in favor of \_\_\_\_\_ (the "Holder") in the initial principal amount of \$ \_\_\_\_\_. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Note.

In accordance with Section 1(e) of the Note, the Holder hereby agrees that the Maturity Date of the Note is hereby extended to December 31, 2012. However, if the Company does not obtain a similar extension from the holders of all other Notes, or if the Company defaults under any other debt or financial obligation, ceases operations or files bankruptcy, then this Note, at the Holder's option, will accelerate and become immediately due. The Holder represents and warrants to the Company that it has the proper authority to enter into this extension, that such extension has been duly authorized by the Holder, and that the Holder has not transferred or assigned any rights in the Note.

Except with respect to the extension of the Maturity Date as described above, all of the terms and conditions of the Note shall remain in full force and effect, except that all references to the "Note" shall mean and include the Note as amended hereby.

IN WITNESS WHEREOF, the undersigned has executed this extension this 30<sup>th</sup> day of September, 2012.

HOLDER

By:  
Name:  
Title:

AGREED AND ACCEPTED:

GENESIS BIOPHARMA, INC.

By:  
Name:  
Title: