

SECURITIES AND EXCHANGE COMMISSION

FORM 10-C

Form filed by an issuer whose securities are quoted on the Nasdaq interdealer quotation system. This form is used to report any change that exceeds five percent in the number of shares of the class outstanding and any change in the name of the issuer.

Filing Date: **1995-07-28** | Period of Report: **1995-07-19**
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FILER

OXIS INTERNATIONAL INC

CIK: **109657** | IRS No.: **941620407** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **10-C** | Act: **34** | File No.: **000-08092** | Film No.: **95556971**
SIC: **2834** Pharmaceutical preparations

Mailing Address

6040 N CUTTER CIRCLE STE
317
PORTLAND OR 97217

Business Address

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-C

REPORT BY ISSUER OF SECURITIES QUOTED ON
NASDAQ INTERDEALER QUOTATION SYSTEM
FILED PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934
AND RULE 13A-17 OR 15D-17 THEREUNDER

OXIS INTERNATIONAL, INC.

(EXACT NAME OF ISSUER AS SPECIFIED IN CHARTER)

6040 N. CUTTER CIRCLE, SUITE 317, PORTLAND, OR. 97217-3935

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

Issuer's telephone number, including area code (503) 283-3911

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of five percent or more in the number of shares outstanding:

- | | | | |
|----|---|---------------|------------|
| 1. | Title of security | Common Stock | |
| 2. | Number of shares outstanding before the change | | 10,683,687 |
| 3. | Number of shares outstanding after the change | | 12,124,423 |
| 4. | Effective date of change | July 19, 1995 | |
| 5. | Method of change: Specify method (such as merger, acquisition, exchange, distribution, stock split, reverse split, acquisition of stock for treasury, etc.) | | |

Merger

Give brief description of transaction: On July 19, 1995, Therox

Pharmaceuticals, Inc. ("Therox") was merged with and into OXIS Acquisition

Corporation ("OXISub"), a wholly-owned subsidiary of Issuer with OXISub as the

surviving corporation. An aggregate of 1,440,736 shares of Issuer's Common

Stock was issued in exchange for all of the outstanding shares of Therox stock.

Date: July 26, 1995

/s/ Ray R. Rogers

Ray R. Rogers
Chairman of the Board,
OXIS International, Inc.