

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K/A (No.3)

Current Report Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) January 13, 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.

Effective January 13, 2012, Genesis Biopharma, Inc. (the "Company") entered into a fourth amendment with all the holders of the Company's previously issued Tranche A Senior Unsecured Convertible Notes and Tranche B Senior Unsecured Convertible Notes (the "Notes") whereby the maturity date of the Notes has been further extended from January 13, 2012 to January 31, 2012.

The foregoing description of the Amendment No.4 to the Tranche A Senior Unsecured Convertible Notes and Tranche B Senior Unsecured Convertible Notes does not purport to be complete and is qualified in its entirety by the form of Amendment No. 4 to the Tranche A Senior Unsecured Convertible Notes and Tranche B Senior Unsecured Convertible Notes.

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: January 20, 2012

By: /s/ Anthony J. Cataldo.
Anthony J. Cataldo, Chairman, Chief Executive
Officer and President
