

Item 2.02 Results of Operations and Financial Condition.

On February 6, 2009, Aeolus Pharmaceuticals, Inc. issued an earnings release to announce its earnings for the three months ended December 31, 2008.

The earnings release is included in this report as Exhibit 99.1.

The information in Exhibit 99.1 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in Exhibit 99.1 shall not be deemed incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission (the “SEC”), regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Description

Exhibit #

99.1 Press release dated February 6, 2009

SIGNATURE

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.

AEOLUS PHARMACEUTICALS, INC.

Date: February 6, 2009

/s/ Michael P. McManus _____

Michael P. McManus

Chief Financial Officer, Treasurer and Secretary