

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): June 13, 2011

**NEOSTEM, INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-33650  
(Commission  
File Number)

22-2343568  
(IRS Employer  
Identification No.)

420 Lexington Avenue, Suite 450, New York, New York 10170  
(Address of Principal Executive Offices)(Zip Code)

(212) 584-4180  
Registrant's Telephone Number

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications 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 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

On June 13, 2011, NeoStem, Inc. ("NeoStem" or the "Company") issued a press release providing an update on Suzhou Erye Pharmaceutical Company Ltd., the pharmaceutical company in which NeoStem holds a 51% interest. A copy of the press release is being furnished as Exhibit 99.1 hereto.

NeoStem intends, from time to time, to utilize at various industry and other conferences a slide presentation. The slide presentation is accessible on NeoStem's website at [www.neostem.com](http://www.neostem.com) and is being furnished as Exhibit 99.2 hereto. NeoStem undertakes no obligation to update, supplement or amend the materials attached hereto as Exhibit 99.2.

The information in this Current Report on Form 8-K under Item 7.01 is being furnished pursuant to Item 7.01 of Form 8-K. In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including, without limitation, Exhibits 99.1 and 99.2, 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 this Current Report on Form 8-K, including, without limitation, Exhibits 99.1 and 99.2, shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

**Forward-Looking Statements**

This Current Report on Form 8-K, including Exhibits 99.1 and 99.2 hereto, contains "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically preceded by words such as "believes," "expects," "anticipates," "intends," "will," "may," "should," or similar expressions, although some forward-looking statements are expressed differently. Forward-looking statements represent the Company's management's judgment regarding future events. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. All statements other than statements of historical fact included in the Current Report on Form 8-K are forward-looking statements. The Company cannot guarantee the accuracy of the forward-looking statements, and you should be aware that the Company's actual results could differ materially from those contained in the forward-looking statements due to a number of factors, including the statements under "Risk Factors" contained in the Company's reports filed with the Securities and Exchange Commission.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated June 13, 2011*
99.2	Slide Presentation of NeoStem, Inc., dated June 2011*

\*Exhibits 99.1 and 99.2 are furnished as part of this Current Report on Form 8-K.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, NeoStem, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NEOSTEM, INC.**

By: /s/ Catherine M. Vaczy  
Name: Catherine M. Vaczy  
Title: Vice President and General Counsel

Date: June 13, 2011

EXHIBIT INDEX

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**Capacity Constraints Continue to Loosen for Suzhou Erye Pharmaceuticals as a New Production Line is Approved by the China SFDA**

Jun 13 2011

NeoStem, Inc. ("NeoStem" or the "Company") (NYSE Amex: **NBS**), an international biopharmaceutical company with product and service revenues, global research and development capabilities and operations in three distinct business units – U.S. adult stem cells, China adult stem cells, and China pharmaceuticals, announced that its Suzhou Erye Pharmaceutical subsidiary ("Erye") has received approval from the State Food and Drug Administration (SFDA) in China for its sixth major production line which is responsible for the production of over 20 finished pharmaceutical products, 80% of which are on the National Insurance Drug List. The combined production lines now certified by the SFDA are six of eight planned and were responsible for approximately 99% of Erye's 2010 revenues. In 2010, Erye reported full year sales of close to \$70 million, generating approximately \$10 million in earnings. Erye reported sales of over \$18 million for Q1-2011. This represents an increase of 15% versus the same period a year ago and 43% versus the same period two years ago. More importantly, the capacity constraints associated with Erye operating out of its former facility have been removed.

NeoStem's Chairman and CEO, Dr. Robin L. Smith, commented, "The Chinese pharmaceutical market, which is the third largest in the world, has estimated sales of over \$50 billion for 2011, and is expected to double in the next five years. This significant forecasted growth was an important consideration in our agreeing to reinvest our dividends into the company to support the relocation so that Suzhou Erye can be positioned to capture this growth and maximize the value of NeoStem's 51% interest in Suzhou Erye. Based on the capacity of the new facility, and anticipated volume growth, Erye's top line revenues should see solid growth in the years ahead and NeoStem's management will consider our multiple options to realize the benefits of this increasingly valuable asset."

**About NeoStem, Inc.**

NeoStem, Inc. is engaged in the development and manufacturing of cell-based therapies in the U.S. Its January 2011 acquisition of Progenitor Cell Therapy, LLC ("PCT") is central to the Company's strategic mission of capturing the paradigm shift to cell therapy. The acquisition of PCT gives NeoStem not only access to a world class contract manufacturing cell therapy company but provides a platform and expertise around the evaluation, development and regulatory requirements to develop autologous, allogeneic, immunomodulatory and vaccine-based therapeutics. NeoStem also holds the worldwide exclusive license to VSEL(TM) Technology, which uses very small embryonic-like stem cells, shown to have several physical characteristics that are generally found in embryonic stem cells, and is pursuing the licensing of other technologies for therapeutic use. NeoStem owns 80% of Athelos Corporation, a company developing a T-cell therapeutic with potential in a range of auto-immune conditions such as graft versus host disease, asthma and diabetes. Furthermore, NeoStem is building its Chinese presence by establishing an operations lab for cell-based manufacturing in Beijing as well as commercializing cellular therapies in China through the establishment of a network of hospitals. NeoStem also owns a majority-interest in Suzhou Erye Pharmaceutical Company Limited, a world class manufacturing and distribution operation of generic antibiotics in China.

For more information, please visit: <http://www.neostem.com>.

**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect management's current expectations, as of the date of this press release, and involve certain risks and uncertainties. Forward looking statements include statements herein with respect to the successful execution of the Company's strategy, including with respect to the growth expectations at its Erye subsidiary, about which no assurances can be given. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors including the effects of competition from larger nationally and privately owned suppliers and others in the markets that Erye serves, the effects of the National Essential Drug System and other changes in the Chinese regulatory environment and anticipated pressure on pricing from such system and changes, Erye's ability to maintain sales and margins of its historic products which have been on the market for a number of years, Erye's ability to acquire or develop new drug products and obtain regulatory approvals for their distribution, Erye's ability to maintain margins notwithstanding increased human resources and other costs, including the costs of a larger facility, Erye's ability to generate free cash flow notwithstanding future plant expansion and other capital needs, the ability of the Company to realize on its investment in Erye through distributions, divestiture or other strategic alternatives, and the "Risk Factors" described in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 6, 2011, as well as other periodic filings made with the Securities and Exchange Commission. The Company's further development is highly dependent on future medical and research developments and market acceptance, which is outside its control.

For more information, please contact:

NeoStem, Inc.  
Robin Smith, CEO  
Phone: +1 (212) 584-4174  
E-mail: [rsmith@neostem.com](mailto:rsmith@neostem.com)  
<http://www.neostem.com>

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# NEOSTEM, INC. (“NBS”)

Investor Presentation

*June 2011*

**NeoStem**<sup>®</sup>  
YOUR CELLS • YOUR USE • YOUR LIFE  
[WWW.NEOSTEM.COM](http://WWW.NEOSTEM.COM)



# Forward-Looking Statements

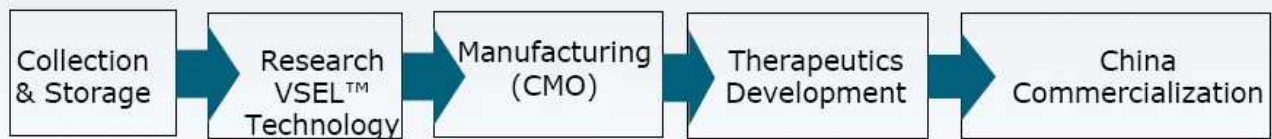
Included in this presentation are "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, as well as historical information. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of NeoStem, Inc. and its subsidiaries (collectively, the "Company"), or industry results, to be materially different from anticipated results, performance or achievements expressed or implied by such forward-looking statements. When used in this presentation, statements that are not statements of current or historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "plan," "intend," "may," "will," "expect," "believe," "could," "anticipate," "estimate," or "continue" or similar expressions or other variations or comparable terminology are intended to identify such forward-looking statements, although some forward looking statements are expressed differently. Additionally, statements regarding our ability to successfully develop, integrate and grow the businesses at home and abroad, including with regard to the Company's research and development efforts in cellular therapy, its adult stem cell and umbilical cord blood collection, processing and storage business, contract manufacturing and process development of cellular based medicines, and the pharmaceuticals manufacturing operations conducted in China, the future of regenerative medicine and the role of stem cells in that future, the future use of stem cells as a treatment option and the role of VSEL™ Technology in that future and the potential revenue growth of such businesses, are forward-looking statements. Our future operating results are dependent upon many factors and our further development is highly dependent on future medical and research developments and market acceptance, which is outside our control. Forward-looking statements, including with respect to the successful execution of the Company's strategy, may not be realized due to a variety of factors and we cannot guarantee their accuracy or that our expectations about future events will prove to be correct. Such factors include, without limitation, (i) our ability to manage the business despite operating losses and cash outflows; (ii) our ability to obtain sufficient capital or strategic business arrangements to fund our operations and expansion plans, including meeting our financial obligations under various licensing and other strategic arrangements and the successful commercialization of the relevant technology; (iii) our ability to build the management and human resources and infrastructure necessary to support the growth of the business; (iv) our ability to integrate the Company's acquired businesses successfully and grow such acquired businesses as anticipated; (v) whether a large global market is established for our cellular-based products and services and our ability to capture a share of this market; (vi) competitive factors and developments beyond our control; (vii) scientific and medical developments beyond our control; (viii) our ability to obtain appropriate governmental licenses, accreditations or certifications or comply with healthcare laws and regulations or any other adverse effect or limitations caused by government regulation of the business; (ix) whether any of our current or future patent applications result in issued patents and our ability to obtain and maintain other rights to technology required or desirable for the conduct of our business; (x) whether any potential strategic benefits of various licensing transactions will be realized and whether any potential benefits from the acquisition of these licensed technologies will be realized; (xi) with respect to the growth expectations at the Erye subsidiary, the effects of the National Essential Drug System and other changes in the Chinese regulatory environment and anticipated pressure on pricing from such system and changes, as well as the ability of Erye to maintain sales and margins; (xii) factors regarding our business and initiatives in China and, generally, regarding doing business in China, including through our variable interest entity structure, including (a) costs related to funding these initiatives, (b) the successful application under Chinese law of the variable interest entity structure to the Company's business, which structure the Company is relying on to conduct its business in China, (c) the ability to integrate the Company and the business operations in China successfully and grow such integrated businesses as anticipated, (d) the need for outside financing to meet capital requirements, and (e) the ability of the Company to realize on its investment in Erye through distributions, divestiture or other strategic alternatives; and (xiii) other risk factors disclosed in the Company's periodic filings with the Securities and Exchange Commission which are available for review at [www.sec.gov](http://www.sec.gov) under "Search for Company Filings."

All forward-looking statements attributable to us are expressly qualified in their entirety by these and other factors. We undertake no obligation to update or revise these forward-looking statements, whether to reflect events or circumstances after the date initially filed or published, to reflect the occurrence of unanticipated events or otherwise, except to the extent required by federal securities laws.



## About NeoStem

**NeoStem is becoming a leader in the cell therapy space.** The acquisition of Progenitor Cell Therapy (PCT) provides NeoStem core expertise in all elements of cell manufacturing and positions the company to transition to a developer of therapeutics. These efforts are supported by a cord and adult stem cell collection and storage banking business, a network of academic collaborators supplemented by our own research laboratory. In addition NeoStem has active operations in China where cell therapies are being commercialized and a 51% ownership stake in a profitable Chinese specialty pharma company.







***NeoStem is Positioned to be a leader in the Paradigm Shift to Cell-Based Therapeutics***



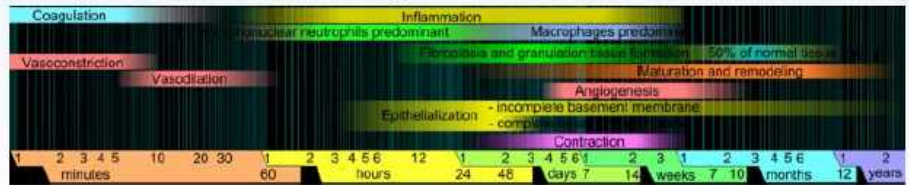
# Cell-based Therapy Is Considered The Next Frontier & ... Is Happening Now! Catch the Paradigm Shift!

- Cell-based therapy approaching an inflection point, with establishment of proof-of-concept
- Follow the number of cell therapeutics within the regulatory pathway (phase 1-3)
- From the origins of bone marrow transplantation (40 years ago) to the approval of the first cell based vaccine, cell based therapy has become a reality.

Today the possible clinical applications using cell therapy have expanded dramatically

19,275 Cell Therapy Trials, 3502 Stem Cell Trials & 638 Immunotherapy Trials on [Clinicaltrials.gov](http://Clinicaltrials.gov)

<b>Cancer</b>	<b>Bone</b>	<b>Metabolic</b>	<b>Liver diseases</b>
Solid tumors	Osteoarthritis	Diabetes	Cirrhosis
Hematologic	Fracture	Retinopathy	Liver failure
<b>CNS</b>	<b>Autoimmune</b>	<b>Orphan</b>	<b>Other</b>
Alzheimer's	Crohn's disease	Thalassemia	Wound healing
Parkinson's	Ulcerative colitis	Fanconi anemia	Renal failure
Multiple sclerosis	Sjogren's syndrome	Hurler's disease	
Stroke	Lupus	Osteopetrosis	
<b>Cardiovascular</b>			
Acute Myocardial Infarction			
Heart failure			
Cardiomyopathy			
Peripheral vascular disease			
Critical limb ischemia			



Approximate times of the different phases of wound healing, with faded intervals marking substantial variation, depending mainly on wound size and healing conditions, but image does not include major impairments that cause chronic wounds.





# Progenitor Cell Therapy: An Enabling Transaction

**In January 2011, NeoStem completed the equity-based acquisition of Progenitor Cell Therapy (PCT) Which Added Manufacturing, Regulatory Expertise and a Therapeutics Pipeline**

- PCT is a World Class Cell Based Manufacturing Operation that currently has a "who's who" list of the industry's top clients
- PCT's expertise and management team provide manufacturing, regulatory, and commercialization expertise for therapeutics development
- Proven track record of success and steady growth to allow it to be a cash neutral business and surpass break even



**PCT provides manufacturing Core Expertise which allows NeoStem to transition to a company with therapeutics.**





# NeoStem: Positioning the Company as a Cell Leader

**A Strategic combination of Revenues with Manufacturing and a Global Reach:**

*NeoStem Mission is to develop cell therapies that leverage our Expertise.*

- Focus: Acquire assets that are Phase II ready, that are cell based that leverage PCT's manufacturing and NeoStem's collection model & expertise
- Regenerative Medicine: Focus on Potency and cell type, and own the IP in the space
- In oncology leverage past expertise of working with Dendreon and others to develop the next therapeutic cancer vaccine
- With the right therapeutics (PII ready assets) we are on par with our peers in the cell therapy space



**Multiple Shot's on Goal: Regenerative, Immunology and Oncology.**





# Cellular Immunity: Core Expertise of PCT

## Dendreon: Provenge for Prostate Cancer

- Leukapheresis, enrichment of monocytes, NK, B and T cells
- Cells incubated with antigen delivery cassette (PAP-GM-CSF fusion protein)
- Potency determined by measuring surface expression of CD54/ICAM-1
- Cells re-infused into patients (minimum 50 million CD34+ cells per dose)

Dendreon



## Prima Biomed: Development of Cancer Vaccine

- Apheresis, isolation of dendritic cells
- Treatment of cells *ex vivo* with a specific antigen construct
- Maturation of cell to about 200-600 million cells in culture
- Single apheresis procedure to provide sufficient cells for ten doses of vaccine
- Methods to establish potency, comparability and sterility
- Cells will be stored frozen
- Preparation for manufacturing scale-up to support 750-patient phase 3 trial





## Athelos : A “T-reg” Cell Strategy

- Athelos is an 80% owned subsidiary of NeoStem (through PCT). Athelos is developing an autologous T regulatory cells (T-reg) therapeutic.
- Athelos' T-reg therapy represents a novel approach for restoring immune balance by enhancing T-reg cell number and function.
- Through exclusive licenses, Athelos has secured the rights to a broad patent estate within the T-reg cell field.
- T-Regulatory Cells (T-reg) have therapeutic potential in auto-immune diseases such as Graft versus Host Disease (GvHD) and Solid Organ Rejection as well as other auto-immune conditions such as Asthma.
  - Athelos 001 – a cord blood or peripheral blood derived T-reg to prevent and treat GvHD and solid organ rejection; and
  - Athelos 002: a peripheral blood derived T-reg for all autoimmune disease
- Phase 1 work is ongoing currently and will guide future clinical direction.



## VSEL™ Technology: In Search of the Holy Grail

VSEL™ technology is NeoStem's proprietary adult stem cell technology with exclusive worldwide license from the University of Louisville which is based on very small embryonic-like (VSEL) stem cells.

According to scientific literature, VSEL™s appear to have the ability to signal the body to heal damaged tissue, to grow blood vessels and to differentiate into cells of different organs without teratoma or cancer formation.

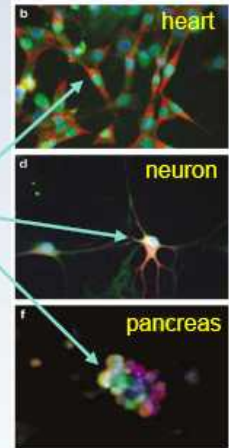
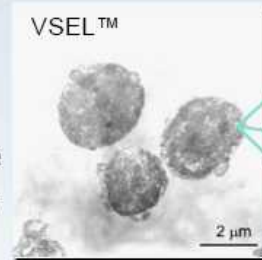
VSEL™s demonstrate natural pluripotency unlike iPSC's (induced pluripotent stem cells). Animal studies have shown iPSC's are attacked by the immune system, suggestive that abnormal activation of certain genes in the iPSC's has resulted in the production of proteins that seemed foreign to the immune system.



# VSEL™ Technology Overview

**VSEL™ Technology is NeoStem's proprietary adult stem cell technology with exclusive worldwide license from the University of Louisville**

- Isolated from a patient's own bone marrow, peripheral blood, or cord blood
- Demonstrates pluripotency and somatic imprinting
- Small volume of very small embryonic-like stem cells should provide adequate doses; expandable if necessary
- Easily obtained and stored using cryopreservation to preserve in advance and bank for future use
- VSEL stem cells maintain embryonic characteristics yet are classified as adult







# Validating Partnerships

## **Industry**

- Participation in Therapeutics with industry leaders

## **Governmental**

- NeoStem to receive \$700,000 from the U.S. Army's Medical Research and Materiel Command to advance adult stem cell therapies in treating traumatic wounds
- NeoStem to receive \$1.7 million from U.S. Army's Medical Research and Materiel Command to advance adult stem cell therapies for osteoporosis

## **Academic Collaborators**

- Sponsored research agreement with University of California, Davis
- Sponsored research agreement with the Schepens Eye Research Institute, an affiliate of Harvard
- Sponsored research agreement with University of Louisville
- Sponsored research agreement/SBIR grant with University of Michigan
- Sponsored research agreement with Roger Williams Medical Center

## **Religious Leaders**

- 5 year exclusive agreement between Vatican's Pontifical Council for Culture and NeoStem
- Vatican's Pontifical Council for Culture undertaken to commit \$1 million to joint initiatives



## Patent & Patent Applications

NeoStem is aggressively seeking international patent protection for its own technologies. Additionally, NeoStem sponsors research activities at various academic institutions pursuant to which it is given the right to license exclusively certain inventions resulting from the research:

- 10 patents pending in the U.S., Europe and Asia covering compositions and methods for isolating and transplanting VSEL stem cells
- 8 patents pending in the U.S., Canada, Europe and Asia for methods of collecting, isolating and storing stem cells
- 13 patents pending in the U.S., Europe and Asia for methods and compositions relating to bone and cartilage repair using stem cells
- 1 issued U.S. patent and 1 pending patent in Taiwan for methods and compositions for restoration of age related tissue loss using stem cells
- 5 pending patents in the U.S., Europe and Asia relating to wound healing using stem cells
- 29 issued patents and 49 pending patent applications in the U.S., Australia, Japan, Europe, China and Canada for regulatory T cell compositions, methods of culture and methods of treating or preventing certain diseases



## Progressive Stem Cell Environment in China

- Favorable clinical and regulatory environment
  - Greater receptivity toward advanced therapeutics such as stem cell therapy
  - Actively seeking innovative technologies and therapies from the U.S.
- Large and rapidly growing Chinese health care market going through health care reform
  - 1.3 billion people with growing health care needs
  - \$124 billion investment in healthcare reform by the Chinese government
  - Growing medical tourism trend
- More favorable pathway for commercializing stem cell based therapies than other geographic markets
- Utilize CROs to cross reference data in the U.S. and China, benefitting from the opportunity to collect data outside of the U.S. to use towards FDA approval





## Commercialization in China

**Goal: Developing cellular therapy platform in China to generate revenues today and serve as a stepping stone for expansion in the future.**

Proprietary Technology Indication	Cells Used Currently	Potential Future Advancements
Orthopedics	MSCs	VSEL™ Technology
Wound	MSCs	VSEL™ Technology
Cosmetic/Skin Rejuvenation	MSCs	VSEL™ Technology

Fracture of Tibia

Cartilage Repair





# NeoStem's China Affiliated Entities

## 1.) Network of Hospitals delivering NeoStem's Asia licensed Adult Stem Cell technology for Orthopedics using MSCs



- 1.) Wendeng Hospital – Launched June 2010
- 2.) Shijianzhuang – Third Hospital signed December 2010
- 3.) A third hospital in Tianjin signed in May 2011

## 2.) Building in Beijing – Laboratory Facility for processing, banking, and manufacturing comparable to U.S.



- > Construction completed December 2010
- > Anticipated Operations 2011

## 3.) Through NeoStem, Inc. collaboration with Enhance Biomedical Holdings adult stem cell collection, processing, and storage business as well as cosmetic and anti-aging business initiated in Taiwan





# Suzhou Erye – Profitable & Growing

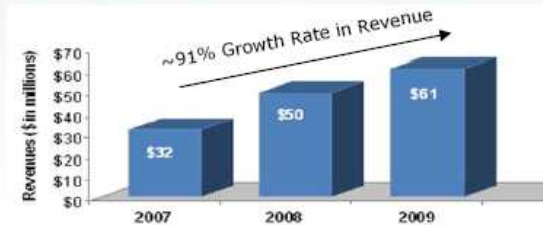
## Acquired 51% of Chinese generic therapeutics company, Suzhou Erye<sup>(1)</sup> Location Suzhou China

### Suzhou Erye

- **Vertically-integrated manufacturer of generic antibiotic products and APIs with extensive distribution throughout China**
  - Multiple cGMP-certified production lines
  - Extensive distribution network throughout PRC
  - No significant customer concentration
- **70% of current drug portfolio covered by the National Insurance Drug List; number of products covered expected to increase**
- **Revenue more than doubled from 2007 to 2010; new facility expected to double capacity**

### Market Opportunity

- **China announced \$124 billion budget to improve health care system over three years (2009-2011)**
  - Provide universal medical service to China's 1.3 billion population
  - China to become third largest pharmaceutical market (behind U.S. and Japan)
- **Pharmaceutical market forecasted to reach \$78 billion by 2013**
  - Construction of 30,000 new hospitals, clinics and healthcare centers
  - New Rural & Urban Cooperative Medical Insurance System – at least 90% of population will be covered by 2011
- **Chinese Antibiotics market was approximately \$8 billion in 2007; \$12 billion in 2009**
  - Strong growth expected to continue
  - Many antibiotics will be covered as "essential medicines" under the new healthcare insurance system giving end users 100% payment coverage
  - Pipeline Drugs: 5 pending approvals: Adefovir, Clindamycin Phosphate, Faropenem Sodium, Faropenem, Tiopronin)



(1) Acquisition of Suzhou Erye occurred in October, 2009.



# Summary of NeoStem Business Strategy

## Integrated Components Create the Foundations for Therapeutics

- **PCT is an Industry Leader in Cell Based Manufacturing**
  - Pioneered the Manufacturing of Dendreon's Provenge
  - Working with other Industry Leaders
  - Currently break even business poised to leverage volume
- **Key Partnerships in Positions to Drive Therapeutics Development**
  - AmorCyte – Phase II Ready AMI Asset (manufacturing client plus less than 1% owned by PCT)
  - Athelos – T-reg therapeutic heading into the clinic for Autoimmune disease
  - VSEL Platform: Leveraging Regenerative Power of Adult Stem Cell Therapeutics
  - Plus Revenue Generation from cellular therapy for academic and corporate client services
  - Additional Partnerships in Development
- **Unique Business Model that Generates Revenues**
  - Cord and Adult Cell Banking cGMP Quality creates recurring revenues from annual storage fees
  - PCT Manufacturing with recent capacity expansion creates potential for free cash flow
  - 51% ownership in Suzhou Erye creates significant asset for NeoStem which could be managed through divestiture.
  - China Stem Cell Regenerative Marketplace is growing rapidly and NeoStem is currently penetrating that marketplace

Cell Manufacturing <sup>(1)</sup> California, New Jersey & China	Storage (Banking)	Adult Stem Cell Therapies: Wound Healing, Cartilage Generations, VSEL's and T-reg Program
  		



## Key Investment Highlights

- **NeoStem is Diversified with Multiple Platforms Positioned to Capture the Paradigm Shift to Cell based Medicine**
  - **Differentiated Cell Therapeutics Platform Company** – Core Expertise in a wide range of cell based therapeutics from dendritic Vaccines to Autologous Stem Cell therapies
  - **Financial Leverage in PCT CMO Operations:** Revenues associated with manufacturing, regulatory consulting and commercialization of therapeutics, stem cell collections and storage with high margin annuity revenue
  - **China Operational Presence** – Commercialization of Cell Based Therapeutics is underway!
  - **Validating Partnerships** – Industry, Academic, Governmental & Theological Institutions
  - **51% Ownership stake in a Chinese Specialty Pharma** company with \$70 Million in revenues in 2010.





# Key Executives

## NeoStem Management Team

**Robin Smith, MD MBA**  
CEO & Chairman of the Board

- MD – Yale; MBA – Wharton
- Formerly President & CEO IP2M (HC multimedia), EVP & CMO HealthHelp (radiology management)
- Trustee of NYU Medical Center; Chairman of the Board of NYU Hospital for Joint Diseases (through November 2009) and Stem for Life Foundation

**Jian Zhang**  
General Manager, Suzhou Erye  
Pharmaceuticals Co., Ltd

- Joined Erye in 2003; extensive experience in the Chinese pharmaceutical industry
- Degree in Finance and Accounting from Central Television University
- Certified Public Accountant in China

**Ian Zhang, PhD MBA**  
President and Managing Director  
NeoStem (China), Inc

- PhD in Biotechnology –MBA – University of Chicago
- Management and scientific positions in healthcare and biotech industries for past 20 years
- Formerly with Life Technology Corporation; Dynal Biotech (Beijing) Ltd (subsidiary of Invitrogen)

**Larry May**  
Chief Financial Officer

- BS Business Administration – University of Missouri
- Formerly Treasurer & Controller at Amgen; SVP Finance & CFO at BioSource Intl
- Extensive experience building accounting, finance and IT operations

**Catherine Vaczy, Esq**  
VP and General Counsel

- BA – Boston College; JD – St. John’s University
- Formerly VP of Legal and Associate General Counsel for Imclone Systems Inc.
- Formerly Corporate Counsel at Ross & Hardies, New York Office, Life Science Practice
- Member of the Board of Stem for Life Foundation

**Alan Harris,**  
MD PhD FACP FRCP  
VP, Regenerative Medicine, Drug  
Development and Regulatory Affairs

- MD – University of Strasbourg (France); PhD – Erasmus University (Netherlands)
- Currently Adjunct Prof of Pharmacology NYU Medical School; Formerly Assoc Prof of Medicine UCLA School of Medicine, Dir of Clinical Pharmacology Cedars-Sinai Medical Center
- Formerly with NPS Pharmaceuticals; Pfizer; Schering-Plough; Novartis

**Andrew Pecora, MD, FACP**  
CMO of PCT

- MD – University of Medicine and Dentistry of New Jersey
- Chairman and Director of the cancer center at Hackensack University Medical Center, and Managing Partner of the Northern New Jersey Cancer Center

**Robert Preti, PhD**  
President of PCT

- PhD and MS in Cellular Biology / Hematology – New York University
- One of the country’s leading authorities on cell engineering and the principle investigator for a number of clinical trials relating to stem cell transplantation
- 10 years experience as Director of Hematopoietic Stem Cell Processing & Research Laboratory

**George S. Goldberger, MBA**  
VP of Business Development of PCT

- BS Systems Engineering – Polytechnic Institute of NYU; MBA – Wharton
- Formerly CEO of Goldberger & Associates Inc.

**Jason Kolbert, MBA**  
VP of Strategic Business Development

- BS Chemistry – SUNY New Paltz, MBA University of New Haven
- 17 years experience on Wall Street as Research Analyst in biotechnology in US and Asia
- 6 years in the pharmaceutical industry with Schering-Plough in Japan





# Board of Directors

## NeoStem Board Members

<b>Robin Smith, MD, MBA</b> <i>CEO &amp; Chairman of the Board</i>	<ul style="list-style-type: none"><li>• MD – Yale; MBA – Wharton</li><li>• Formerly President &amp; CEO IP2M (HC multimedia), EVP &amp; CMO HealthHelp (radiology management)</li><li>• Trustee of NYU Medical Center; Chairman of the Board of NYU Hospital for Joint Diseases (through November 2009) and Stem for Life Foundation</li></ul>
<b>Eric Wei</b> <i>Managing Partner, RimAsia Capital Partners</i>	<ul style="list-style-type: none"><li>• BS Mathematics &amp; Economics – Amherst College; MBA – Wharton</li><li>• Experience – Founder/Managing Partner of RimAsia Capital Partners (private equity); Peregrine Capital, Prudential Securities, Lazard Freres, Citibank; Gilbert Global Equity PartnersCrimson Asia Capital Partners</li></ul>
<b>Mingsheng Shi</b> <i>Chairman of the Board of Suzhou Erye Pharmaceutical</i>	<ul style="list-style-type: none"><li>• BSc Economics &amp; Management – Party School of the Communist Party of China</li><li>• Professional title of Senior Economist</li><li>• Extensive experience in pharmaceutical industry in China</li></ul>
<b>Steven Myers</b> <i>(Independent)</i>	<ul style="list-style-type: none"><li>• BS Mathematics – Stanford University</li><li>• Experience – Founder/Chairman/CEO SM&amp;A (competition management services); career in aerospace and defense sectors supporting DoD &amp; NASA programs</li></ul>
<b>Drew Bernstein, CPA</b> <i>(Independent)</i>	<ul style="list-style-type: none"><li>• BS – University of Maryland Business School</li><li>• Licensed in State of New York; member AICPA, NYSSCPA and NSA</li><li>• Experience – Bernstein &amp; Pinchuk LLP (member of BDO Seidman Alliance); PRC auditing; 200+ real estate transactions with \$3B+ aggregate value; accountant and business advisor</li></ul>
<b>Richard Berman</b> <i>(Independent)</i>	<ul style="list-style-type: none"><li>• Over 35 years of venture capital, management, M&amp;A experience</li><li>• Experience – Current Board of Directors of Apricus Biosciences, Easylink Services International, Inc., Advaxis, Inc., Broadcaster, Inc., National Investment Managers</li></ul>
<b>Edward Geehr, MD</b> <i>(Independent)</i>	<ul style="list-style-type: none"><li>• BS – Yale University; MD – Duke University</li><li>• Experience – Abraxis Bio-Science; Allez Spine; IPC-The Hospitalist Company</li></ul>
<b>Andrew Pecora<sup>(1)</sup>, MD, FACP</b>	<ul style="list-style-type: none"><li>• MD – University of Medicine and Dentistry of New Jersey</li><li>• Chairman and Director of the cancer center at Hackensack University Medical Center, and Managing Partner of the Northern New Jersey Cancer Center</li></ul>



# Key Financial Metrics<sup>(1)</sup>

## Historical Income Statement (\$ 000's)

	Quarter Ended 3/31/2011
Revenue	
Pharmaceuticals**	\$ 18,141
Stem cell and others	<u>1,499</u>
Total revenues	\$19,641
Gross profit	5,346
R&D expenses	2,913
Net Loss	\$ (9,700)

## Balance Sheet (\$ 000's)

	As of 3/31/2011
Cash & equivalents	\$ 9,412
Current assets	\$ 50,438
Total assets	\$175,810
Current liabilities	\$ 40,949
Total liabilities	\$ 79,544
Total equity	\$ 96,266
Total liabilities and equity	\$175,810

\*\* 51% Stake in Suzhou Erye with historic earnings of \$4-10 million annually

(1) These key Financial Metrics should be read in conjunction with the Company's full financial statements which are available at sec.gov.





# Capitalization Table

## NeoStem Capitalization Table

Capitalization (Common Share Equivalent in 000s)	Shares Outstanding	% Outstanding
Common Stock	80,815	62.4%
Total Preferred Shares (common share equivalents)	4,790 <sup>(1)</sup>	3.7%
Total Warrants (average exercise price \$2.86)	24,901	19.2%
Total Options (average exercise price \$1.81)	<u>19,051</u>	<u>14.7%</u>
Fully-diluted Shares Outstanding	129,557	100.0%

Equity Data (as of 6/2/2011)  
(1) Includes Series B and Series E convertible redeemable preferred stock.





## Catalysts Ahead ...

- Seeking partnerships, licensing agreements or acquisition of Phase 2 ready assets
- Anticipate growth on cord and adult stem cell collections and storage business units.
- Anticipate growth in cell contract manufacturing revenues to grow as existing clients products move to the next phase of clinical development.
- The Vatican Global Initiative begins in Q2-2011
- Anticipate our first internal clinical candidate to move forward in 2H-2011
- Anticipate news from wound healing and VSEL™ initiatives
- Grant awards
- Look for growth as China cell manufacturing comes on line
- Increasing revenues both through the growth of new product launches and the addition of new hospitals to NeoStem's China commercial network.
- Steady volume growth as capacity constraints are now loosened with the transition nearly complete to the new manufacturing plant for Erye in China.



### **NeoStem, Inc.**

**Robin Smith, MD, MBA**  
***Chairman & CEO***

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