

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NEOSTEM, INC.

(Exact name of registrant as specified in its charter)

Delaware **22-2343568**

(State or other jurisdiction (I.R.S. employer
of incorporation or organization) identification number)

420 Lexington Avenue, Suite 350
New York, NY 10170

(Address of principal executive offices; zip code)

NeoStem, Inc. 2012 Employee Stock Purchase Plan
Amended and Restated NeoStem, Inc. 2009 Equity Compensation Plan
(as amended and restated as of October 5, 2012)

(Full title of the plans)

Catherine M. Vaczy, Esq.
Vice President and General Counsel
NeoStem, Inc.

420 Lexington Avenue, Suite 350
New York, NY 10170
(212) 584-4180

(Name, address and telephone number, including area code, of agent for service)

Copies to:

Alan Wovsaniker, Esq.
Lloyd Jeglikowski, Esq.
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a Smaller reporting company
smaller reporting company)

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share (5)	Proposed Maximum Aggregate Offering Price (5)	Amount of Registration Fee
Common Stock, par value \$.001 per share:				
NeoStem, Inc. 2012 Employee Stock Purchase Plan	5,000,000 shares (1)(4)	\$0.625	\$3,125,000	\$426.25
Amended and Restated NeoStem, Inc. 2009 Equity Compensation Plan	4,500,000 shares (2)(4) 5,700,000 shares (3)(4)	\$0.625 -	\$2,812,500 -	\$383.63 -
TOTAL:	15,200,000 shares		\$5,937,500	\$809.88

- (1) Represents 5,000,000 shares of common stock, par value \$.001 per share ("Common Stock"), of the registrant, which may be issued and sold pursuant to the NeoStem, Inc. 2012 Employee Stock Purchase Plan.
- (2) The registrant has previously registered on Forms S-8 (Registration Nos. 333-159282, 333-173854 and 333-181365) an aggregate of 23,750,000 shares of Common Stock issuable under the NeoStem, Inc. 2009 Equity Compensation Plan (the "2009 Plan"). On October 5, 2012, the registrant's stockholders approved an amendment and restatement of the 2009 Plan (as amended and restated, the "Amended and Restated Plan") to, among other things, (a) reflect the merger of the NeoStem, Inc. 2009 Non-U.S. Based Equity Compensation Plan (the "2009 Non-U.S. Plan") with and into the 2009 Plan and (b) increase by 4,500,000 the aggregate number of shares of Common Stock authorized for issuance under the resulting Amended and Restated Plan. Pursuant to General Instruction E of Form S-8, this Registration Statement also registers, for issuance pursuant to the Amended and Restated Plan in addition to those shares of Common Stock previously registered under Registration Statements on Form S-8 (Registration Nos. 333-159282, 333-173854 and 333-181365) and allocated for issuance pursuant to the 2009 Plan, 4,500,000 shares of Common Stock.
- (3) In addition, as permitted by Interpretation #90 of Section G in the Securities and Exchange Commission, Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations, the 5,700,000 shares of Common Stock previously registered on Registration Statements on Form S-8 (Registration Nos. 333-162733 and 333-173854) and allocated for issuance pursuant to the 2009 Non-U.S. Plan, are being moved to this Registration Statement. As a result of the merger of the 2009 Non-U.S. Plan with and into the 2009 Plan, these 5,700,000 shares have been transferred to (and are now included in the number of shares authorized for issuance under) the Amended and Restated Plan. Fees in an aggregate amount of \$1,401.14 were previously paid in respect of the registration of these 5,700,000 shares of Common Stock (consisting of the \$504.85 paid in respect of the 4,700,000 shares registered on the registrant's Form S-8 (Registration No. 333-162733) and \$224.07 paid in respect of 1,000,000 shares registered on the registrant's Form S-8 (Registration No. 173854)). The registrant has filed post-effective amendments to Registration Statement Nos. 333-162733 and 333-173854 indicating that 4,700,000 and 1,000,000, respectively, of the shares of Common Stock originally registered thereby and allocated for issuance pursuant to the 2009 Non-U.S. Plan, are being moved to this Registration Statement and included in the aggregate share reserve under the Amended and Restated Plan. Following the filing of this Registration Statement, there will be an aggregate of 33,950,000 shares of Common Stock registered and authorized for issuance pursuant to the Amended and Restated Plan, consisting of: (i) the 4,500,000 additional shares registered hereby; (ii) the 5,700,000 shares being moved to this Registration Statement, which were previously registered with respect to the 2009 Non-U.S. Plan on Registration Statement Nos. 333-162733 and 333-173854; and (iii) an aggregate of 23,750,000 shares of Common Stock previously registered with respect to the 2009 Plan by Registration Nos. 333-159282, 333-173854 and 333-181365.
- (4) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers such indeterminate number of additional shares as may be offered and issued under the NeoStem, Inc. 2012 Employee Stock Purchase Plan and the Amended and Restated Plan, as applicable, to prevent dilution resulting from any equity restructuring or change in capitalization of the registrant, including, but not limited to, spin offs, stock dividends, large non-recurring dividends, rights offerings, stock splits or similar transactions.
- (5) Estimated, in accordance with Rule 457(c) and Rule 457(h)(1) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and the proposed maximum

aggregate offering price are based on the average of the high and low prices for a share of Common Stock on the NYSE MKT on November 9, 2012, which is within five business days prior to the date of this registration statement.

EXPLANATORY NOTE

NeoStem, Inc. 2012 Employee Stock Purchase Plan

NeoStem, Inc. (the "Company" or the "registrant") is hereby registering 5,000,000 shares of the Company's common stock, par value \$.001 per share ("Common Stock"), which may be issued and sold pursuant to the NeoStem, Inc. 2012 Employee Stock Purchase Plan, which plan was approved by the Company's stockholders on October 5, 2012.

Amended and Restated NeoStem, Inc. 2009 Equity Compensation Plan

The Company has previously registered on Forms S-8 (Registration Nos. 333-159282, 333-173854 and 333-181365) an aggregate of 23,750,000 shares of Common Stock issuable under the NeoStem, Inc. 2009 Equity Compensation Plan (the "2009 Plan"). On October 5, 2012, the Company's stockholders approved an amendment and restatement of the 2009 Plan (as amended and restated, the "Amended and Restated Plan") to, among other things, (a) reflect the merger of the NeoStem, Inc. 2009 Non-U.S. Based Equity Compensation Plan (the "2009 Non-U.S. Plan") with and into the 2009 Plan and (b) increase by 4,500,000 the aggregate number of shares of Common Stock authorized for issuance under the resulting Amended and Restated Plan. Pursuant to General Instruction E of Form S-8, this Registration Statement also registers, for issuance pursuant to the Amended and Restated Plan in addition to those shares of Common Stock previously registered under Registration Statements on Form S-8 (Registration Nos. 333-159282, 333-173854 and 333-181365) and allocated for issuance pursuant to the 2009 Plan, 4,500,000 shares of Common Stock.

In addition, as permitted by Interpretation #90 of Section G in the Securities and Exchange Commission, Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations, the 5,700,000 shares of Common Stock previously registered on Registration Statements on Form S-8 (Registration Nos. 333-162733 and 333-173854) and allocated for issuance pursuant to the 2009 Non-U.S. Plan, are being moved to this Registration Statement. As a result of the merger of the 2009 Non-U.S. Plan with and into the 2009 Plan, these 5,700,000 shares have been transferred to (and are now included in the number of shares authorized for issuance under) the Amended and Restated Plan. The registrant has filed post-effective amendments to Registration Statement Nos. 333-162733 and 333-173854 indicating that 4,700,000 and 1,000,000, respectively, of the shares of Common Stock originally registered thereby and allocated for issuance pursuant to the 2009 Non-U.S. Plan, are being moved to this Registration Statement and included in the aggregate share reserve under the Amended and Restated Plan. Outstanding options and awards under the 2009 Non-U.S. Plan as of the date of the merger of the 2009 Non-U.S. Plan with and into the 2009 Plan remain outstanding immediately following the merger, but are subject to the terms of the Amended and Restated Plan.

Following the filing of this Registration Statement, there will be an aggregate of 33,950,000 shares of Common Stock registered and authorized for issuance pursuant to the Amended and Restated Plan, consisting of: (i) the 4,500,000 additional shares registered hereby; (ii) the 5,700,000 shares being moved to this Registration Statement, which were previously registered with respect to the 2009 Non-U.S. Plan on Registration Statement Nos. 333-162733 and 333-173854; and (iii) an aggregate of 23,750,000 shares of Common Stock previously registered with respect to the 2009 Plan by Registration Nos. 333-159282, 333-173854 and 333-181365.

Pursuant to General Instruction E to Form S-8, the contents of each of the Registration Statements on Form S-8 (Registration Nos. 333-159282, 333-162733, 333-173854 and 333-181365) are incorporated herein by reference and made a part hereof, except to the extent as amended hereby.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required to be contained in the Section 10(a) prospectus is omitted from this registration statement and will be provided to participants in the NeoStem, Inc. 2012 Employee Stock Purchase Plan and the Amended and Restated Plan, respectively, pursuant to Rule 428 of the Securities Act of 1933, as amended (the "Securities Act"), and the note to Part I of Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The Securities and Exchange Commission allows us to "incorporate" into this registration statement information we file with other documents. This means that we may disclose important information to you by referring to other documents that contain that information. The information incorporated by reference is considered to be part of this registration statement, and information we file later with the Securities and Exchange Commission will automatically update and supersede this information. The contents of each of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on May 15, 2009 (Registration No. 159282), October 29, 2009 (Post-Effective Amendment No. 1) (Registration No. 333-159282), October 29, 2009 (Registration No. 333-162733), May 2, 2011 (Registration No. 333-173854), May 11, 2012 (Post-Effective Amendment No. 1) (Registration No. 173854), May 11, 2012 (Registration No. 333-181365), November 13, 2012 (Post-Effective Amendment No. 1) (Registration No. 333-162733) and November 13, 2012 (Post-Effective Amendment No. 2) (Registration No. 333-173854) by us are incorporated herein by reference, except to the extent as amended hereby. In addition, we incorporate by reference the documents listed below, except to the extent information in those documents is different from the information contained in this registration statement:

- (a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the Securities and Exchange Commission on March 20, 2012, portions of which have been updated by the Current Report on Form 8-K filed on August 15, 2012.
- (b) Amendment No. 1 on Form 10-K/A to our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the Securities and Exchange Commission on April 30, 2012.
- (c) Our Definitive Proxy Statement on Schedule 14A for our 2012 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on September 7, 2012.
- (d) Our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2012, June 30, 2012 and September 30, 2012, filed with the Securities and Exchange Commission on May 11, 2012, August 14, 2012 and November 13, 2012 respectively.
- (e) Our Current Reports on Form 8-K and amendments thereto, filed with the Securities and Exchange Commission on January 6, 2012, January 11, 2012, January 12, 2012, January 26, 2012, March 29, 2012, April 5, 2012, June 18, 2012, July 9, 2012, August 15, 2012, August 24, 2012, October 5, 2012 and October 25, 2012 (excluding any information deemed furnished pursuant to Item 2.02 or Item 7.01 of any such Current Report on Form 8-K).
- (f) Description of our Common Stock contained in our Registration Statement on Form 8-A, declared effective on August 8, 2007 (including any amendment or report filed with the Securities and Exchange Commission for the purpose of updating such description).

All documents subsequently filed by us with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this registration statement, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

We are incorporated under the laws of the State of Delaware. Under the General Corporation Law of Delaware (the “Delaware GCL”), a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he or she is or was our director, officer, employee or agent, or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to our best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

In addition, the Delaware GCL also provides that we also may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in our right to procure a judgment in our favor by reason of the fact that he or she is or was our director, officer, employee or agent, or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to our best interests. However, in such an action by or on our behalf, no indemnification may be made in respect of any claim, issue or matter as to which the person is adjudged liable to us unless and only to the extent that the court determines that, despite the adjudication of liability but in view of all the circumstances, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Our amended and restated certificate of incorporation, as amended, is consistent with the Delaware GCL. Each of our directors, officers, employees and agents will be indemnified to the extent permitted by the Delaware GCL. We have entered into indemnification agreements with our chief executive officer, chief financial officer, general counsel, certain other employees and each of our directors pursuant to which we have agreed to indemnify each such party to the full extent permitted by law, subject to certain exceptions, if such party becomes subject to an action because such party is a director, officer, employee, agent or fiduciary of our company. We also maintain insurance on behalf of our directors and officers against liabilities asserted against such persons and incurred by such persons in such capacities, whether or not we would have the power to indemnify such persons under the Delaware GCL.

In addition to such other rights of indemnification as they may have, the NeoStem, Inc. 2012 Employee Stock Purchase Plan contains the following indemnification provision applicable to (i) each member of the Board of Directors and (ii) each member of the committee which administers the NeoStem, Inc. 2012 Employee Stock Purchase Plan (the “Committee”), defined as the Compensation Committee of the Board of Directors, or such other committee of members of the Board appointed by the Board, authorized under Section 14 of the NeoStem, Inc. 2012 Employee Stock Purchase Plan to administer the NeoStem, Inc. 2012 Employee Stock Purchase Plan and to perform the functions assigned to the Committee under such NeoStem, Inc. 2012 Employee Stock Purchase Plan:

“Administration. The Plan shall be administered by the Committee. The Committee shall have full and exclusive discretionary authority to construe, interpret and apply the terms of the Plan, to determine eligibility and to adjudicate all disputed claims filed under the Plan. Every finding, decision and determination made by the Committee shall, to the full extent permitted by law, be final and binding upon all parties. The Committee may retain the services of an outside firm to serve as its agent in administering the Plan on a day-to-day basis. No member of the Board or the Committee shall be liable for any act done or omitted to be done by such member or by any other member of the Board or the Committee in connection with the Plan, except for such member's own willful misconduct or as expressly provided by statute.”

In addition to such other rights of indemnification as they may have, the Amended and Restated Plan contains the following indemnification provision applicable to (i) the Board of Directors, (ii) the Administrator of the Plan, defined to include a committee of directors appointed by the Board of Directors pursuant to the terms of the Plan to administer the Plan (a “Committee”), or if there is no such Committee, the Board of Directors itself and (iii) any member or delegate of the Board of Directors, the Committee or the Administrator:

“Effect of Administrator’s Decision. The Administrator’s decisions, determinations and interpretations shall be final and binding on all holders of Awards and Restricted Stock. None of the Board, the Committee or the Administrator, nor any member or delegate thereof, shall be liable for any act, omission, interpretation, construction or determination made in good faith in connection with the Plan, and each of the foregoing shall be entitled in all cases to indemnification and reimbursement by the Company in respect of any claim, loss, damage or expense (including without limitation reasonable attorneys’ fees) arising or resulting therefrom to the fullest extent permitted by law and/or under any directors’ and officer’s liability insurance coverage which may be in effect from time to time.”

See also the undertakings set forth in response to Item 9 herein.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits accompanying this registration statement are listed on the accompanying exhibit index.

Item 9. Undertakings.

- (a) The undersigned registrant hereby undertakes:
 - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) promulgated under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the undersigned registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement; and that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the registration statement is on Form S-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the undersigned registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is deemed part of the registration statement. *Provided further, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is for an offering of asset-backed securities on Form S-1 or Form S-3, and the information required to be included in a post-effective amendment is provided pursuant to Item 1100(c) of Regulation AB.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(5) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) If the registrant is relying on Rule 430B:

- (A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
- (B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

(ii) If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(6) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the undersigned registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on November 13, 2012.

NEOSTEM, INC.

By: /s/ Robin L. Smith

Robin L. Smith, Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below under the heading "Name" constitutes and appoints Robin L. Smith and Catherine M. Vaczy or either of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement and any related registration statement filed under Rule 462(b), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ Robin L. Smith, M.D.</u> Robin L. Smith, M.D.	Director, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	November 13, 2012
<u>/s/ Larry A. May</u> Larry A. May	Chief Financial Officer (Principal Financial Officer)	November 13, 2012
<u>/s/ Joseph Talamo</u> Joseph Talamo	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	November 13, 2012
<u>/s/ Richard Berman</u> Richard Berman	Director	November 13, 2012
<u>/s/ Steven S. Myers</u> Steven S. Myers	Director	November 13, 2012
<u>/s/ Drew Bernstein</u> Drew Bernstein	Director	November 13, 2012
<u>/s/ Eric Wei</u> Eric Wei	Director	November 13, 2012
<u>/s/ Andrew L. Pecora, M.D.</u> Andrew L. Pecora, M.D.	Director	November 13, 2012
<u>/s/ Martyn D. Greenacre</u> Martyn D. Greenacre	Director	November 13, 2012

EXHIBIT INDEX

Exhibit Number Description

- 4.1 Amended and Restated Certificate of Incorporation, as amended (as certified March 25, 2011) (1)
- 4.2 Certificate of Amendment to Amended and Restated Certificate of Incorporation, filed with the Secretary of State of the State of Delaware on October 14, 2011 (2)
- 4.3 Certificate of Elimination of the Series E 7% Senior Convertible Preferred Stock of NeoStem, Inc., filed with the Secretary of State of the State of Delaware on October 25, 2012 (3)
- 4.4 Amended and Restated By-Laws dated August 31, 2006 (4)
- 4.5 NeoStem, Inc. 2012 Employee Stock Purchase Plan (5)
- 4.6 Amended and Restated NeoStem, Inc. 2009 Equity Compensation Plan (as amended and restated as of October 5, 2012) (6)
- 5.1 Opinion of Lowenstein Sandler PC*
- 23.1 Consent of Grant Thornton LLP*
- 23.2 Consent of Deloitte & Touche LLP*
- 23.3 Consent of Lowenstein Sandler PC (contained in Exhibit 5.1)*
- 24.1 Power of Attorney (included on the signature page of this registration statement)*

* Filed herewith.

- (1) Incorporated by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, filed with the Securities and Exchange Commission on November 10, 2011.
- (2) Incorporated by reference to Exhibit 3.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, filed with the Securities and Exchange Commission on November 10, 2011.
- (3) Incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K dated October 25, 2012, filed with the Securities and Exchange Commission on October 25, 2012.
- (4) Incorporated by reference to Exhibit 3.2 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the Securities and Exchange Commission on April 6, 2011.
- (5) Incorporated by reference to Appendix A to Registrant's Definitive Proxy Statement on Schedule 14A for Registrant's 2012 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on September 7, 2012.
- (6) Incorporated by reference to Appendix B to Registrant's Definitive Proxy Statement on Schedule 14A for Registrant's 2012 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on September 7, 2012.

November 13, 2012

NeoStem, Inc.
420 Lexington Avenue, Suite 350
New York, New York 10170

Re: **Registration Statement on Form S-8**

Ladies and Gentlemen:

We have served as special counsel in connection with the preparation of your Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), registering (1) 5,000,000 shares of your common stock, par value \$0.001 per share ("Common Stock"), issuable pursuant to the terms and subject to the conditions of the NeoStem, Inc. 2012 Employee Stock Purchase Plan and (2) an additional 10,200,000 shares of Common Stock (including 5,700,000 shares previously allocated to the NeoStem, Inc. 2009 Non-U.S. Based Equity Compensation Plan which were originally registered on your Forms S-8 filed on October 29, 2009 (Registration No. 333-162733) (as to 4,700,000 shares) and May 2, 2011 (Registration No. 333-173854) (as to 1,000,000 shares)), issuable pursuant to the terms and subject to the conditions of the Amended and Restated NeoStem, Inc. 2009 Equity Compensation Plan (as amended and restated as of October 5, 2012).

We have examined such corporate records, certificates and other documents and such questions of law as we have considered necessary and appropriate for the purposes of this opinion.

Upon the basis of such examination, we advise you that, in our opinion, the shares of Common Stock covered by the Registration Statement will be, when sold, paid for and issued in accordance with the terms of the respective plan, duly authorized, validly issued, fully paid and non-assessable.

Our opinion herein is expressed solely with respect to the federal laws of the United States and the laws of the State of Delaware. Our opinion is based on these laws as in effect on the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to this firm in the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ LOWENSTEIN SANDLER PC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 20, 2012 (except for Notes 3 and 11, as to which the date is August 14, 2012), with respect to the consolidated financial statements of NeoStem, Inc. and subsidiaries included in the Current Report on Form 8-K, dated August 14, 2012, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned report.

/s/ GRANT THORNTON LLP

New York, New York
November 13, 2012

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 5, 2011, relating to the 2010 financial statements (before retrospective adjustments to the financial statements and financial statement disclosures) of NeoStem, Inc. and subsidiaries (not presented herein), (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the fact that Deloitte & Touche LLP was not engaged to audit, review or apply any procedures to (1) the adjustments to retrospectively apply the change in accounting related to the adoption of Financial Accounting Standards Board Accounting Standards Update 2011-05, "Comprehensive Income (Topic 220) - Presentation of Comprehensive Income" and (2) the retrospective adjustments for the discontinued operations discussed in Note 11 to the consolidated financial statements and, accordingly, does not express an opinion or any other form of assurance about whether such retrospective adjustments are appropriate and have been properly applied), appearing in the Current Report on Form 8-K filed with the SEC on August 15, 2012, of NeoStem, Inc.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey
November 13, 2012