

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): July 23, 2013

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 350, 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))

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On July 23, 2013, NeoStem, Inc. (the “Company”) provided written notice to the NYSE MKT LLC (the “NYSE MKT”) that the Company intends to transfer the listing of the Company’s common stock from the NYSE MKT to The NASDAQ Capital Market, and withdraw the listing and registration of the common stock from the NYSE MKT. The common stock has been authorized for listing on The NASDAQ Capital Market. The Company expects that its common stock will cease trading on the NYSE MKT at the close of business on or about August 2, 2013, and will begin trading on The NASDAQ Capital Market on or about August 5, 2013, where the common stock will continue to trade under the ticker symbol “NBS”.

Item 8.01. Other Events.

On July 23, 2013, the Company issued a press release announcing the intended transfer of the listing of the Company’s common stock to The NASDAQ Capital Market, as described above. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit 99.1	Press Release of NeoStem, Inc. dated July 23, 2013.
--------------	---

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.

NEOSTEM, INC.

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

Dated: July 23, 2013

NeoStem to Begin Trading on NASDAQ Stock Market

Ticker Symbol Will Remain "NBS"

NEW YORK, July 23, 2013 – NeoStem, Inc. (NYSE MKT: NBS), a leader in the emerging cell therapy market, today announced that it has met the listing criteria for the NASDAQ Capital Market and will move its listing from NYSE MKT to the NASDAQ Capital Market effective with the start of trading on August 5, 2013. NeoStem will continue to trade under its existing ticker symbol "NBS". NeoStem's common stock will trade on the NYSE MKT until the market close on August 2, 2013.

"NeoStem's move to NASDAQ aligns with the Company's plans to grow and expand its cellular therapy-based R&D platform and contract manufacturing capabilities, both in the US and internationally," said Dr. Robin L. Smith, Chairman and CEO of NeoStem. "We believe that NASDAQ will provide our Company with enhanced exposure, while at the same time providing investors with the best prices, the fastest execution and lowest cost per trade. Additionally, we believe that our transfer to the NASDAQ will enhance our public visibility to institutional shareholders. As the world's largest electronic stock market, NASDAQ promotes innovation and attracts leading growth companies from a diverse group of sectors. We are proud to be joining fellow cell therapy industry companies such as Celgene Corporation, Harvard Bioscience Inc., Osiris Therapeutics, Inc., Mesoblast Limited, Stemline Therapeutics, Inc., Verastem, Inc. and Shire PLC on the NASDAQ."

"We are extremely pleased to welcome NeoStem to the NASDAQ Stock Market," said Bruce Aust, Executive Vice President, NASDAQ OMX. "We are confident that a listing with NASDAQ will provide NeoStem with enhanced visibility, greater liquidity and increased exposure to the institutional investment community."

About NeoStem, Inc.

NeoStem, Inc. ("NeoStem" or the "Company") is a leader in the emerging cellular therapy industry. Our business model includes the development of novel proprietary cell therapy products as well as operating a contract development and manufacturing organization providing services to others in the regenerative medicine industry. The combination of a therapeutic development business and revenue-generating service provider business provides the Company with capabilities for cost effective in-house product development and immediate revenue and cash flow generation. For more information, please visit: www.neostem.com

Forward-Looking Statements for NeoStem, Inc.

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 business strategy, including with respect to the Company's research and development and clinical evaluation efforts as well as efforts towards development of cellular therapies, including with respect to AMR-001, the future of the regenerative medicine industry and the role of stem cells and cellular therapy in that industry and the Company's ability to successfully grow its contract development and manufacturing business. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors. Factors that could cause future results to materially differ from the recent results or those projected in forward-looking statements include the "Risk Factors" described in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2013 and in the Company's periodic filings with the SEC. The Company's further development is highly dependent on future medical and research developments and market acceptance, which is outside its control.

CONTACT: NeoStem

Dr. Robin L. Smith

Chairman and CEO

Phone: +1-212-584-4174

Email: rsmith@neostem.com